MARVEL

MARVEL MASTERWORKS®
THE AMAZING SPIDER-MAN®
VOLUME 12

THE AMAZING SPIDER-MAN Nos. 110-120

STAN LEE, GERRY CONWAY & JOHN ROMITA

MARVEL MASTERWORKS

PRESENTS

the AMAZING SPIDER-MAN

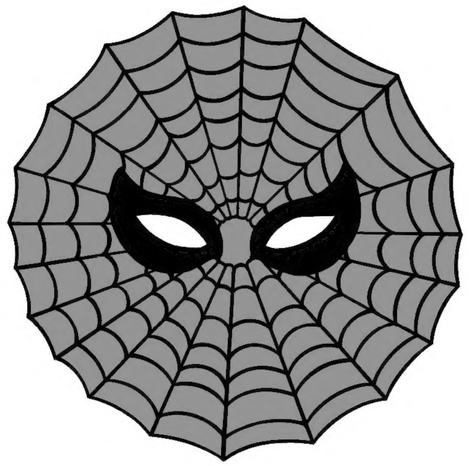
VOLUME 12

COLLECTING

THE AMAZING SPIDER-MAN Nos. 110-120

STAN LEE • GERRY CONWAY

JOHN ROMITA



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MARVEL MASTERWORKS
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THE
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Nos. 110-120

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INTRODUCTION
BY JOHN ROMITA

When I think of the period in the history of Spider-Man we cover in this volume, I'm reminded of how often I had been taken off this series I have been so closely associated with.

Stan Lee used me as a relief pitcher in the 1970s to do short runs on *Captain America* and *Fantastic Four* (when Jack Kirby left briefly) and for frequent covers. These were welcome breaks, giving me some time to be myself. As I have pointed out many times, when starting on Spidey, I felt the need to follow Steve Ditko's style and tried to do so as long as possible. Inking with a pen and using nine panel pages were not my style. This was a self-imposed burden not imposed by Stan.

My long break ended and I took on Spidey again with #106, free to do my own thing, and it was fun. That's why I'm partial to #108-109, and the stretch you hold before you brings out fond memories.

Issue #110 gave me fits to start with, however. I had grave doubts over the Gibbon, who was not a very good villain. Many fans through the years have told me how much they liked him, and this confirmed to me what I had known for a long time… Stan Lee was a magician!

Many times I would submit my pencils unsure they were good (and in this case I felt the villain was "weak") only to be astounded at how well it turned out after Stan's script was added. He had given such a human interest twist to that silly looking character that I was forced to say it was good! Magic!

As I have said countless times, there's the reason Marvel has been the standard bearer in memorable, enduring storytelling for over fifty years.

Here's the sad part…#110 was the last time Stan and I worked together on a Spider-Man book. It has almost been 40 years and I still feel bad!

The arrival of Gerry Conway as the Spider-Man writer may have caused a plot change in mid-epic and it certainly didn't hurt to bring Kraven the Hunter into issue #111. Gerry was a brilliant young writer who rose to the occasion and made a seamless transition for readers and for me as artist.

We plotted together comfortably and never missed a beat. We were in sync always and he often gave me the top credit on the series. No wonder he has gone on to conquer television as a writer and producer.

And as a team we did some earth-shaking issues.

The next issue was a Spider-Man-is-fed-up tale with crowd scenes and too many buildings that wore me out. But it's the cover that sets me off on an unpleasant memory.

I was approached by a retired detective to do a daily syndicated comic strip version of his hit motion picture. It was to be a gritty-cop drama to be "reckoned with" and a sure bet to thrive.

He asked to see a sample of my work (I should have been alerted by that) and I foolishly sent the original cover to #112. We never agreed on any deal and I did not do the strip. It failed quickly and I never got my art back.

You could say I was ripped off, but my own failure to pursue it was responsible. One of my dumber self-inflicted scars.

What makes #113 memorable? It was the debut of Jim Starlin as an artist for Marvel. Stan introduced this young returning serviceman as a budding talent and asked if he could help me on *Spider-Man.* Always looking for help, I agreed to try him out "blue penciling" some pages. He did not disappoint us and the rest, obviously, is history.

He did seven or eight pages in blue pencil for me, and I'd finish off all the art details for the final ink stage. No doubt he got an assignment of his own to pencil, since he left me to finish the remaining pages on my own. We all know what a great career Jim has had, pioneering graphic novels, as well as creating many memorable characters.

This part of the run was also notable for another phase of my constant search for ways to make my deadlines. Mike Esposito, one of the excellent inkers helping to make my work shine throughout the decades, suggested I take on a "background man." Lots of artists in our craft have used this practice, virtually since the very beginning. I would pencil the full story and ink just the figures, then hire someone to ink the backgrounds (a tougher chore than you think).

I agreed, and Mike recommended a Marvel artist working in the Bullpen who needed extra freelance income, named Tony Mortellaro. I paid him out of my own pocket and assumed the saved time would make it pay off. I tried it for a year or so, but after a few issues we noticed many fans were asking who "Tony Mort" was. Other mail would ask who this "Tellaro" was. We soon traced this curiosity to Tony's tricks in my backgrounds. He was lettering in numerous billboards, signs and windows snippets of the phrase "Backgrounds by Tony Mortellaro." He had caught the interest of our ever-curious readers and promoted himself shamelessly. I didn't mind it, and that led to his getting credits like "inked by John Romita and Tony Mortellaro." Fans accepted it and I never cared…I thought it was a human-interest bond with the fans sounded good. To this day, fans have asked about our collaboration and I'd chuckle with them and explain it.

Tony is no longer with us and we miss him. You can still enjoy the inside story of his self-promotion and further have fun tracking down all those semi-hidden throughout these issues.

Marvel has seen a long parade of colorful, talented people like Jim Starlin and Tony add to the appeal of what we've brought to the world.

In addition, I must applaud the other great talents who have contributed greatly

to *Amazing Spider-Man* throughout this period like the aforementioned Mike Esposito, there was Jim Mooney, Don Heck, Frank Giacoia and Joe Sinnott…all giants in their profession.

To set off the wildly different sequence spanning issue #113-115, we tapped into the zany relationship between Aunt May and Dr. Octopus and let the chips fall where they may.

Aunt May has always been a favorite character of mine, forcing me to fight off the constant attempts to do away with her. The general thrust of her critics was that she was an expendable element in the ongoing saga of Spider-Man

I repeatedly pointed out that she was the main reason for Peter's fears and his secret identity, not to mention her role in his guilt over Uncle Ben's death. Her "Home, Sweet Home" attitude made a fine counterbalance to all of Peter's problems.

Her quirky acceptance of Otto Octavius made it easy for her to treat that villain as though he was a respectable elderly gentleman. All the while Doc Ock was mercilessly taunting Peter, who was caught in this dilemma and unable to do anything while she was in the middle.

Adding to the mix, we introduced, Hammerhead, a bizarre flat-headed gunman in the midst of a gang war, making this a real hair-raising storyline.

The classic comic strip, *Dick Tracy*, noted for the long parade of colorful, off-beat criminals no doubt led Stan to ask for Hammerhead to be created and added to Spider-Man lore. A strange killer called "Flattop" was Dick Tracy's foe in my teen years and with a fleeting image of a hammerhead shark added, I came up with Spidey's latest menace. I may have also dressed him in gaudy, striped suits with Flattop in mind, who himself was reputedly inspired by real life bank robber "Pretty Boy" Floyd.

Poor Peter probably never had a more nerve-wracking time than in these issues.

You may not know that issues #116-118 were an extended version of the 1968 magazine *Spectacular Spider-Man* #1. We added a few splashes and pages to the original 52-page story and adapted them into the monthly *Spider-Man* line up. Check out *Marvel Masterworks: The Amazing Spider-Man Vol. 7* to compare the changes between the original and updated version.

Stan and Roy both felt that the story deserved a wider audience than the magazine originally received and the 1972 election made it topical. It helped save us some time, and readers had a chance to enjoy the three-issue version in color.

Since the original *Spectacular* was done in black-and-white with tones added, I was stuck with the chore of eliminating the charcoal tones by erasing and touching up with white paint. Jim Mooney's inks help up beautifully, and he and I teamed up again to do the new title pages, story pages, and covers—some time saver!

Having the Hulk as a "guest-star" appearing in the last two issues in this collection made it a memorable and fun read, and we took our hero "on location" to boot. The action took place mostly in Canada, with the Army and General Thunderbolt Ross adding to the madness.

The great Gil Kane was on board as penciler with #120 with yours truly inking both issues. As usual, inking Gil Kane's pencils never failed to teach me a great deal.

But it was not easy, since Gil had a strange take on Spider-Man. He would draw a Spider-Man figure to appear to be six-foot-five while Peter Parker was clearly under six-feet tall in other panels.

This forced me to enlarge Spidey's head on every panel and also required me to shorten his arms and legs accordingly.

I'll take this opportunity to defend myself from all the accusations of egotism I was subjected to by a few of my critic over the years.

Not just Gil Kane's fans, but loyal followers of many top artists, often remarked on my "need" to adjust faces and "odds and ends" on others' artwork. I can't deny doing so, but must make it clear that Stan requested all of those changes.

It was not easy for me to have to change faces and "odds and ends" on the artwork of my idols, like Jack Kirby, John Buscema, Neal Adams, Gray Morrow and others. One change almost cost me the friendship of Barry Windsor-Smith, who I admire as a distinctive, brilliant talent, over a female face on a *Conan* cover. Early on, we did corrections on the original art with snowpake or paste-ups, but as soon as we had the tools to make changes on photostats of the art, I never changed anyone's art again. It still jangles my nerves to think back over those days.

Looking back, I did many covers and inked some Spidey books in the next few years, but the end of my run on this title, which defines my life in comics, was approaching.

I was not anxious to do *Spider-Man* back in the '60s, (I would have preferred to stay on *Daredevil*) but how can I fail to appreciate and value the privilege of being a part of this historic masterwork called *The Amazing Spider-Man*?

JOHN ROMITA

2010

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

INTRODUCING: THE NEWEST MARVEL SUPER-STAR!

THE BIRTH OF THE GIBBON!

THE AMAZING SPIDER-MAN!™

THE BIRTH OF... THE GIBBON!

PROUDLY PRESENTED BY
SUPER-STAN LEE
and
JAZZY JOHN ROMITA

JOHN COSTANZA,
LETTERER

INTRODUCING:
ONE OF THE GREATEST NEW
SUPER STARS
IN THE MIGHTY
MARVEL UNIVERSE!

IT COULD ONLY HAPPEN TO *ME!*

I MANAGE TO SAVE *FLASH THOMSON'S* LIFE-- WITH THE HELP OF *DR. STRANGE*--

--ONLY TO LEARN THAT *FLASH* IS AFTER THE VERY SAME GAL THAT *SPIDER-MAN* LOVES! *

ONLY A WEB-HEAD LIKE *ME* COULD BE ENOUGH OF A *LOSER* FOR A BREAK LIKE *THIS!*

* IF YOU MISSED LAST ISH, YOU'LL HAVE TO TAKE OUR *WORD* FOR IT! BUT DON'T WORRY, WE WOULDN'T TOSS YOU A CURVE! -- *SINCERE* STAN.

DON'T SMOKE

ROUNDS

9542

1

IF I EVER LOST *GWEN*, I-- I--

NO! I CAN'T-- I *WON'T* EVEN *THINK* OF IT!

ZPAK

WHY? *WHY* CAN'T THINGS EVER TURN OUT *RIGHT?*

NUTS! THAT'S *ALL* I NEED-- A *BROKEN HAND* TO WRAP THINGS UP!

IT FEELS *OKAY--*

BUT THE WAY MY *LUCK'S* BEEN RUNNING-- I PROBABLY *LOOSENED* SOME FINGERS!

AT LEAST I'LL BE ABLE TO SELL SOME *PICTURES* OF DOC STRANGE AND--

OH NO!

IN ALL THE *CONFUSION*, I DIDN'T *SET* MY CAMERA!

THAT MEANS NO *PICTURES*-- NO *MONEY*-- NO *NOTHING!*

THAT SINKS IT!

IF I INHERITED A FORTUNE--IT WOULD BE CONFEDERATE DOUGH!

I'M EVEN TOO DUMB TO KNOW WHEN TO QUIT!

NOW WHAT DID I DO?

IT TOOK ME MONTHS TO MODIFY THAT JUST THE RIGHT WAY!

AND IF ANYONE FINDS IT--AND TRACES IT BACK TO SPIDER-MAN--!

MAYBE I CAN SNARE IT WITH MY WEBBING!

THWIPP!

NUTS! I MISSED IT!

THAT'S OKAY, FELLA! NO SWEAT!

SOMEONE CAUGHT IT!

BUT, WHO--??

STAY WHERE YOU *ARE,* PAL-- I'LL BE RIGHT *UP* THERE!

HE-- HE'S AS AGILE AS *I* AM!

MAYBE EVEN *MORE* SO!

HEY! I'D KNOW THAT COSTUME *ANYWHERE!* YOU'RE THE REAL *SPIDER-MAN,* HUH?

THE NAME'S *MARTIN BLANK*-- BUT IT WOULDN'T MEAN ANYTHING TO *YOU!*

I'VE BEEN *READING* ABOUT YOU FOR *YEARS!*

HOW *ABOUT* THAT? EVEN A FREAK LIKE *ME* CAN HELP THE HIGH 'N MIGHTY *SPIDER-MAN!*

YOU'VE GOT THE ADVANTAGE OVER *ME,* MISTER!

WHO ARE *YOU?*

FREAK? YOU'RE NO FREAK, MARTY--

BUT YOU SURE ARE THE MOST NIMBLE GUY I'VE EVER SEEN!

BIG DEAL!

THAT AND A TOKEN 'LL GET ME ON THE SUBWAY!

LOOK-- I DON'T KNOW WHAT'S BUGGING YOU, BUT--

EVERYBODY HAS HIS SHARE OF THE DOWNS THESE DAYS!

BELIEVE ME! I KNOW!

YOU? A GUY LIKE YOU HAS IT MADE!

NO ONE GOES AROUND LAUGHING AT SPIDER-MAN!

THEY MAY BE SCARED OF YA--BUT THEY SURE DON'T PUT YOU DOWN!

HEY, C'MON! YOU WOULDN'T WANT TO TRADE PLACES WITH ME--NOT IF YOU REALLY KNEW--

MISTER, IF YOU'RE AS UGLY-- AND AS CREEPY-LOOKIN' UNDER THAT MASK AS I AM--THEN I'LL LISTEN TO YOU!

OTHERWISE, THANKS FOR THE SERMON-- BUT YOU CAN'T KNOW WHERE IT'S AT!

YOU *WIN*, MARTY! I'M PROBABLY THE *LAST* GUY IN THE WORLD TO GIVE ADVICE TO ANYONE *ELSE!*

THANKS FOR THE *CAMERA!* SEE YOU *AROUND* SOME TIME, HEAR?

SEE ME *AROUND* HUH? *THAT'S* A LAUGH!

I DON'T EXACTLY MAKE THE *SUPERHERO* SCENE!

HEY! SHUT THAT *DOOR*, STUPID! IT'S *DRAFTY* IN HERE!

HOW'D THEY EVER LET A CHUMP LIKE *YOU* IN THIS FLOP HOUSE?

IF HE GOT A BETTER *LOOK* AT ME, HE'D HAVE SAID *CHIMP* INSTEAD OF CHUMP!

HE'D HAVE SAID THIS DUMP'S TOO *GOOD* FOR ME-- LIKE THEY *ALL* SAY--

THEN HE'D ASK ME WHY I AIN'T IN THE *ZOO!*

AND THEN, THE *FIGHTING* WOULD START-- LIKE ALWAYS!

BUT I'M *THROUGH* FIGHTING! I'M THROUGH *CARING* WHAT ANYONE SAYS-- OR THINKS!

I CAN'T FIGHT *EVERYBODY!* CAN'T KEEP *PROVING* MYSELF, DAY AFTER DAY AFTER DAY!

ANYWAY, HOW DO I KNOW THEY'RE NOT *RIGHT?*

SOMETIMES-- I FIGURE I'D BE BETTER *OFF*-- LOCKED IN A *CAGE* SOMEWHERE-- IN SOME CRUMMY *ZOO!*

I REMEMBER HOW THAT'S WHERE I WAS *HAPPIEST*-- WHENEVER THE *ORPANAGE* WOULD TAKE A BUNCH OF US TO THE *ZOO*--

GIBBON

HEY! LOOK AT *MARTY* AT THE *GIBBONS'* CAGE!

HE MUST WANNA VISIT ALL HIS *RELATIVES!*

LAUGH, YOU JERK! I'D RATHER BE RELATED TO *THEM*-- THAN TO *YOU!*

STOP IT, BOYS! I'VE *TOLD* YOU NOT TO PICK ON MARTIN!

BUT *LOOK* AT HIM! ALL HE NEEDS IS *FUR*--AND A *TAIL!*

THEY WISH *THEY* COULD CLIMB LIKE ME!

"I NOT ONLY LOOKED LIKE A MONKEY-- I WAS ALMOST AS *AGILE* AS *ONE!*

YOU *WANT* ME? COME AND *GET* ME!

I *DARE* YOU!

"AS THE YEARS WENT BY, I WAS THE ONLY KID WHO WAS NEVER ADOPTED! I KEPT THE NAME BLANK-- BECAUSE THAT'S ALL MY LAST NAME WAS--A BLANK!

NOBODY'LL ADOPT A BIG APE LIKE *YOU,* MARTY!

THEY COULDN'T AFFORD ENOUGH *NUTS* AND *BANANAS!*

"BUT FINALLY, I WAS TOO OLD FOR THEM TO KEEP ANYMORE! SO I WAS LET OUT-- OUT INTO A WORLD THAT DIDN'T WANT ME!

I LEARNED TO *TAKE* IT WHEN THEY *LAUGHED* AT ME-- IN THERE!

BUT WHAT'LL HAPPEN WHEN THEY DO IT-- *OUTSIDE?*

"I WAS SCARED--AFRAID TO FACE MY FELLOW MEN! I WANTED TO GET AWAY-- SOMEWHERE WHERE I'D BELONG!

"BUT--NO WAY! I NEVER HAD THE BREAD!"

AFRIC

TRAVEL

SOME DAY! MAYBE *SOME* DAY!

"THE WAY I **LOOKED**, I KNEW BETTER THAN TO TRY FOR ANY **ORDINARY** JOB! SO I WENT TO THE **ONE** PLACE WHERE I FIGURED I MIGHT FIT **IN**--!

I'M A GOOD **ACROBAT**-- AND I'M **STRONG** AS A GORILLA!

JUST GIVE ME A **CHANCE**! I'LL DO **ANYTHING**!

LOOK, KID-- I GOT NO TIME FOR--

HEY! THAT'S NO **MASK**! IT'S REALLY YER **FACE**!

"SO THEY **FOUND** ME A JOB-- AND A **MONKEY SUIT** TO GO WITH IT!

OKAY, WE'LL SEE IF YER AS GOOD AS YA **SAY**!

JUST YOU **WATCH** ME, THAT'S ALL!

ALL I NEED IS A **CHANCE**! I'LL **SHOW** YOU!

"FOR THE FIRST TIME IN MY LIFE I FELT **GOOD**--I FELT **PROUD**! I WAS DOING WHAT I COULD DO **BEST**! BUT THEN--

HOLD IT! WHAT ARE YOU **DOIN'**? GET **DOWN** FROM THERE!

THE **FLYING ZITELLIS** WILL **QUIT** IF THAT DUMB **APE-MAN** STEALS THEIR THUNDER!

"I SHOULD HAVE **KNOWN**! THEY ONLY WANTED ME AS A **CLOWN**-- SOMEONE TO HOP AROUND AND GRUNT LIKE AN **APE**-- TO KEEP THE KIDS **LAUGHING** BETWEEN THE ACTS!

I COULD BE **BETTER** THAN THE ZITELLIS-- BETTER THAN ANY ACROBATS THEY'VE **GOT**!

BUT **THEY** DON'T CARE! TO THEM I'M **NOTHING**!

MA! I WANT PEANUTS FOR THE **MONKEY MAN**!

"THAT'S ALL I **WAS** TO THEM--A **MONKEY MAN**--SOMEONE TO **LAUGH** AT--LIKE THEY **ALWAYS** LAUGHED AT ME--ALL MY LIFE!

HA HA HA HA HA HA HA HA HA HA HA HO

I CAN'T **TAKE** IT! I **CAN'T!** IF THEY DON'T **STOP**-- I'LL GO **MAD!**

"I DON'T KNOW HOW I **DID** IT, BUT I LASTED OUT THE WEEK--LONG ENOUGH TO GET MY FIRST, AND **ONLY** PAY CHECK! AND THEN, AS THE CIRCUS TRAIN PULLED **OUT** THAT NIGHT--"

THEY'LL NEVER LAUGH AT ME **AGAIN!**

CIRCUS

MY MONEY'S ALMOST **GONE!** ALL I'VE GOT **LEFT** IS THIS CRUMMY **MONKEY SUIT** I TOOK WITH ME!

DON'T EVEN KNOW WHY I **TOOK** IT!

BUT, MAYBE I **DO** KNOW! MAYBE I'VE KNOWN ALL THE **TIME**-- AND WOULDN'T **ADMIT** IT TO MYSELF!

BUT **NOW**--AFTER MEETING **SPIDER-MAN**--MAYBE NOW, AT LAST, I'M **READY**-- FOR WHAT I'VE GOTTA **DO!**

SPIDER-MAN! HEY, THAT'S **RIGHT!** WE'D ALMOST **FORGOTTEN!** C'MON, LET'S SEE WHAT OL' WEB-HEAD'S UP TO **NOW**--

WELL, HERE'S **ONE** THING THAT DIDN'T GO WRONG!

MY **WEB DUMMY** IS STILL WHERE I LEFT IT!

SO I'VE GOT MY **CLOTHES** BACK!

MIGHT AS WELL GET BACK TO THE *APARTMENT* NOW--

BEFORE *HARRY* STARTS WONDERING WHERE HIS ROLLICKIN' *ROOMMATE* HAS GONE TO!

WOW... I DIDN'T REALIZE HOW *TIRED* I AM!

--AND NO *WONDER!*

I JUST *REMEMBERED*-- WITH EVERYTHING THAT'S BEEN *HAPPENING* LATELY, I FORGOT TO GET ANY *SLEEP* FOR THE PAST FEW DAYS!

AND MY *MUSCLES*-- I'M BRUISED, AND SORE, AND *ACHING* ALL OVER!

YES, *SIR!* NOTHING LIKE THE LAUGH-FILLED LIFE OF A SWINGIN' *SUPERHERO!*

I'M SO *EXHAUSTED*, I WOULDN'T EVEN BET ON MAKING IT TO MY *DOOR!*

BUT IF I *DO* KONK OUT, I HOPE I DON'T DREAM ABOUT *GWEN* AND *FLASH!*

I'M IN EVEN *WORSE* SHAPE THAN I *THOUGHT!*

NOW I'M IMAGINING THAT I CAN SMELL GWEN'S *PERFUME!*

PETE! I'VE BEEN *WAITING* FOR YOU!

I THOUGHT THAT YOU'D *NEVER* GET BACK!

GWENDY! I THOUGHT YOU'D BE WITH-- I MEAN, I DIDN'T EXPECT TO FIND--

I GUESS FLASH HASN'T HAD A CHANCE TO CALL HER YET!

YOU WERE GONE SO LONG! WE WERE SO WORRIED ABOUT YOU!

YOU POOR BOY! I'VE NEVER SEEN YOU LOOKING SO TIRED BEFORE!

YOUR CLOTHES ARE SO WRINKLED--AND ALL THOSE BRUISES ON YOUR FACE!

IT'S THAT HORRIBLE SPIDER-MAN, ISN'T IT?

I HEARD HOW HE ATTACKED YOU! BUT WHY? WHY, PETER?

IT WAS THE ONLY WAY I COULD SET IT UP--SO NO ONE WOULD SUSPECT THAT WE'RE BOTH THE SAME ONE!

BUT HOW DO I TELL THAT TO POOR AUNT MAY?

MRS. PARKER-- YOU PROMISED!

DON'T YOU REMEMBER? YOU PROMISED TO STOP TREATING PETER LIKE A CHILD--TO STOP BABYING HIM!

OH, DEAR! I DID IT AGAIN! AND-- I TRIED NOT TO!

AW, THAT'S OKAY, AUNT MAY!

NO, PETER DEAR-- IT'S NOT OKAY!

I--DON'T KNOW WHAT THEY'RE TALKING ABOUT! AND MY HEAD-- IT'S ACHING SO THAT I CAN'T EVEN THINK!

GWENDOLYN IS RIGHT! I'VE BEEN TOO MATERNAL-- TOO POSSESSIVE ALL THESE YEARS!

GWENDY, WHAT IS IT? WHAT'S HAPPENED TO AUNT MAY?

IT'S MY FAULT, PETER! I TOLD HER SHE SHOULDN'T TRY TO CODDLE YOU SO MUCH--

BUT I DIDN'T MEAN TO HURT HER--TO MAKE HER FEEL GUILTY!

I JUST DID IT FOR YOUR SAKE, BECAUSE--

PETE! WHAT IS IT? WHAT'S WRONG?

IT'S--ALL RIGHT, GWEN--I'M JUST--TIRED!

CAN'T KEEP MY EYES OPEN--ANY LONGER!

PETE!

I SHOULD HAVE *KNOWN!* THE STRAIN OF BEING THREATENED BY *SPIDER-MAN*-- IT WAS BOUND TO *GET* TO YOU!

MRS. PARKER! WE HAVE TO GET HIM TO *BED!* HE'S *EX-HAUSTED!*

NO *ANSWER!* SHE MUST HAVE *LEFT!*

DON'T *WORRY,* DARLING! *I'LL* LOOK AFTER YOU!

OH, PETER--*PETER!* IT BREAKS MY *HEART* TO SEE YOU LIKE THIS!

CLICK

I *LOVE* YOU SO MUCH-- SO *VERY* MUCH!

THE *DOOR!* SOMEONE'S *COMING!*

HI, GWEN! WE PASSED *MRS. PARKER* IN THE HALL, AND--*HEY!* WHAT *GIVES?*

HARRY! FLASH! I'M SO GLAD YOU'RE *HERE!*

PETER JUST ARRIVED! HE ISN'T *HURT* OR ANYTHING-- BUT HE WAS SO *TIRED* HE COULDN'T STAY *AWAKE!*

ANY CLOWN WHO CAN'T STAY AWAKE WHEN *YOU'RE* AROUND, HONEY--!

STOP IT, FLASH! IT'S NOTHING TO *JOKE* ABOUT!

MAYBE HE *ISN'T* A BIG, STRONG, RUGGED *WAR HERO* LIKE *YOU,* BUT--

WHOA! *EASY,* GWEN! FLASH WAS JUST *KIDDING!*

WOW! I'VE HEARD OF *TIGRESSES* FIGHTING FOR THEIR MATES-- BUT THEY'VE GOT NOTHING ON *YOU,* LADY!

I DON'T MEAN TO GO GETTING ALL *UPTIGHT,* BUT--

I JUST CAN'T *BEAR* IT WHEN I HEAR PEOPLE PUTTING POOR PETER *DOWN!*

MAYBE HE'S NOT *YOUR* CUP OF TEA-- BUT HE'S ALL THE MAN *I'LL* EVER WANT!

LOOK, WHY NOT LET FLASH TAKE YOU *HOME?* *I'LL* STAY HERE WITH PETE! ALL HE NEEDS NOW IS *REST!*

I HATE TO *LEAVE* HIM-- BUT I GUESS YOU'RE *RIGHT!*

HE'S A *LUCKY* GUY TO HAVE A CHICK LIKE *YOU,* GWEN!

IF ONLY YOU AND PETE COULD BECOME GOOD *FRIENDS!*

IF THAT'S WHAT THE LADY *WANTS*--THAT'S WHAT THE LADY'LL *GET!*

DO YOU REALLY *MEAN* IT, FLASH?

SURE I DO!

YOU KNOW HOW I FEEL ABOUT *YOU,* GORGEOUS!

I'D DO *ANYTHING* TO MAKE YOU HAPPY!

SHE'S *LEAVING*-- GOING OFF WITH *FLASH!*

THEN-- MY FEARS WERE *RIGHT!*

AT THAT FATEFUL MOMENT, PETER *WAKENS* BRIEFLY-- JUST LONG ENOUGH TO *HEAR*--

FOR LONG, TORTUROUS *MOMENTS* THE TROUBLED YOUTH TOSSES AND TURNS, HIS MIND IN A *TURMOIL,* UNTIL--

--HE SINKS ONCE *AGAIN* INTO A FITFULL *SLEEP*--HAUNTED BY HARROWING *NIGHTMARES*--

GWEN! DON'T *GO!* NO--DON'T *LEAVE* ME!

I CAN'T GET *UP!* I'M *TRAPPED*-- TRAPPED BY MY OWN *WEBBING!*

I'VE MADE MY OWN *AUNT* UNHAPPY-- MADE HER FEEL *GUILTY* JUST BECAUSE SHE *CARES* ABOUT ME-- TOO MUCH!

AND THE GIRL I *LOVE*-- SHE DOESN'T CARE-- *ENOUGH!*

TO *HER*--I'M JUST PETER PARKER-- WHILE *FLASH* IS-- A *HERO!*

I'M *LOSING* HER! I *KNOW* IT! I *KNOW* IT! AND I CAN'T GET HER *BACK!*

JUST AS I'M LOSING *AUNT MAY!*

WHY MUST I *HURT* ALL THOSE I *LOVE*--OR HAVE THEM HURT *ME?*

WHY?

PETER! WAKE *UP!* EVERYTHING'S *OKAY!* C'MON, FELLA--SNAP *OUT* OF IT!

THE *WEB!* IT'S *GONE!* I--I CAN *MOVE* AGAIN!

I--I'M *FREE!*

I DON'T KNOW WHAT YOU WERE *YELLING* ABOUT, BUT YOU COULD PROBABLY *SELL* IT TO ALFRED HITCHCOCK!

MAN! YOU MUST HAVE JUST HAD THE *GRAND-DADDY* OF ALL *NIGHT-MARES!*

A *NIGHT-MARE?* YOU MEAN--I WAS JUST-- *DREAMING?*

WHAT WOULD *YOU* CALL IT WHEN A GUY ROLLS AND TURNS AND MUMBLES FOR ALMOST *TWELVE HOURS*--BETWEEN *SNORES,* THAT IS--WITH HIS *EYES* TIGHTLY CLOSED?

TWELVE HOURS? IT FEELS LIKE I *JUST* HIT THE COUCH!

BOY, I *MUST* HAVE BEEN TIRED!

FEELING *OKAY* NOW?

OH *GREAT!* CONSIDERING I JUST LOST MY *GIRL!*

GWEN WAS HERE TO SEE YOU, BUT SHE FINALLY LEFT WITH FLASH!

SHE DIDN'T WANT TO DISTURB YOU, PETE!

I'LL BET SHE DIDN'T!

SAY! I JUST REMEMBERED! GWEN SAID SOMETHING ABOUT HURTING AUNT MAY'S FEELINGS!

AND NOW SHE'S GONE! SHE MUST HAVE FELT HURT!

I'VE GOT TO CALL HER!

SHE'S SO OLD--SO FRAIL--AND THE DOCTOR SAID SHE MUSTN'T WORRY ABOUT ANYTHING--BECAUSE OF HER HEART!

IF--ANYTHING SHOULD HAPPEN--!

IT KEEPS RINGING--BUT THERE'S NO ANSWER!

RRRRINNNNNGGGG

for Peter

WHAT IS IT, PETE? WHERE ARE YOU GOING?

IT'S AUNT MAY! WHERE CAN SHE BE AT THIS TIME OF NIGHT?

I'VE GOT TO FIND HER--MAKE SURE SHE'S ALL RIGHT!

I HATE MYSELF FOR THIS, BUT I'M ALMOST GLAD SHE DIDN'T ANSWER!

IT GIVES ME AN EXCUSE TO RACE OUT INTO THE NIGHT--TO GO INTO ACTION--

ANYTHING--ANYTHING--TO TAKE MY MIND OFF FLASH--AND GWEN!

THWIP!

I'LL TRY HER *APARTMENT* FIRST! MAYBE SHE WAS *SLEEPING*-- DIDN'T HEAR THE PHONE!

JUST ANOTHER FEW BLOCKS AND--

MY *SPIDEY SENSE!* IT'S STARTING TO *TINGLE!* THERE'S *DANGER* NEARBY!

BUT-- *WHAT?*

SPIDER-MAN! HOLD IT! I'VE BEEN *WAITING* FOR YOU!

I *FIGURED* YOU'D SHOW UP SOONER OR LATER-- SOMEWHERE AMONG THE *ROOFTOPS!*

C'MON *UP!* WE'VE GOT SOME *RAPPIN'* TO DO!

A TALKING *GIBBON!* BUT-- THEY DON'T *GROW* THEM THAT BIG!

QUIT THE *KIDDIN'!!* YOU *KNOW* WHO I AM!

HEY! YOU'RE THE FELLA I MET *YESTERDAY!* BUT--

I'VE GOT A *DEAL* TO MAKE YOU!

YOU-- WANT TO MAKE ME-- A *DEAL?*

THIS I'VE GOT TO HEAR!

LOOK--I'M *STRONG*-- I'VE GOT *GUTS*--AND I CAN DO 'MOST ANYTHING *YOU* CAN!

OH *GREAT!* THAT'S ALL I *NEED*-- ANOTHER *COMPETITOR!*

WHAT'S THE *MATTER* WITH YOU? CAN'T YOU *UNDER-STAND?*

I *WANNA BE YOUR PARTNER!*

MY *PARTNER?!!*

SO *THAT'S* WHAT YOU'VE BEEN UP TO--

LAST TIME I *SAW* YOU-- I DIDN'T KNOW IT WAS AN *AUDITION!*

NO! DON'T! DON'T *LAUGH* AT ME!

I CAN'T STAND *ANYBODY* LAUGHING AT ME!

HAH HA HA HA HA HOO HOO HAH HA HA

STOP IT, I SAID! STOP LAUGHING!

NOBODY LAUGHS AT THE GIBBON! NOBODY'S GONNA LAUGH AT ME--EVER AGAIN!

HEY, PUT IT WHERE IT IS, PAL!

WHAT DO YOU EXPECT WHEN YOU GO SKIPPING AROUND LIKE A PINT-SIZED KING KONG?

IN FACT, I'LL LET YOU IN ON A SECRET--

I STILL FEEL LIKE A NUT MYSELF WHEN I GO OUT IN PUBLIC IN MY SKIN-TIGHT LITTLE SPIDEY SUIT!

THE TOUGHEST THING ABOUT BEING A SUPER-HERO IS GETTING UP THE NERVE TO WEAR THESE CORNY COSTUMES!

YOU'RE DOING IT AGAIN! YOU'RE LAUGHING AT ME-- MOCKING ME!

I WARNED YOU! YOU CAN'T SAY I DIDN'T WARN YOU!

ALL MY LIFE THEY LAUGHED AT ME--AND I HAD TO TAKE IT!

BUT I DON'T HAVE TO TAKE IT ANYMORE, DO YOU HEAR?

NOT ANY-MORE!

NOW LOOK, MY FUZZY FRIEND--FUN IS FUN BUT DON'T GET CARRIED AWAY WITH YOURSELF!

YOU CAN'T SAVE MONEY ON A SHRINK BY TELLING YOUR TROUBLES TO ME-- I'VE ENOUGH OF MY OWN!

YOU-- BROKE MY GRIP-- LIKE IT WAS NOTHING!

IT TAKES MORE THAN A MONKEY SUIT TO GIVE YOU SUPER-STRENGTH, SONNY!

NOW GO ON BACK TO *SESAME STREET*, WILLYA? I'VE GOT *THINGS* TO DO!

NO! NO! YOU CAN'T JUST *IGNORE* ME LIKE THIS! YOU *CAN'T!*

I *AM* STRONG! I *AM* POWERFUL! I WAS ALWAYS THE *STRONGEST*-- WHEREVER I *WAS!*

THIS TIME I KNOW WHAT I'M *DOING*--*THIS* TIME YOU WON'T GET AWAY BY *TRICKING* ME!

AW *NO!* NOT *AGAIN!*

YOU'RE STILL *LAUGHING* AT ME!

YOU *STILL* DON'T TAKE ME SERIOUSLY!

BUT YOU *WILL* AFTER THIS! YOU *WILL!* YOU *WILL!*

OH *NO!* WHAT DID I *DO?*

HE'LL FALL TO HIS *DEATH!* NO! *NO!* HE'LL BE *KILLED!*

BUT THAT WOULD BE DOING IT THE *HARD* WAY!

IT MIGHT BE *WORTH* IT--TO SHUT YOU *UP!*

THWIPP!

LOOK, I *HATE* TO BE A PARTY POOP, BUT YOU'RE NOT MY IDEA OF A *FUN* PERSON!

COME *BACK!* COME *BACK!* MY PLANS *DEPEND* ON YOU!

YOU WERE MY LAST *CHANCE*-- MY LAST *HOPE*-- TO *BE* SOME-ONE!

NOW IT'S TOO *LATE!* I'M *ALONE* AGAIN! ALONE! *ALONE!*

BUT, ALAS FOR US ALL, THE MAN IN THE GIBBON SUIT IS NOT QUITE AS ALONE AS HE THINKS HE IS--

I'VE *FOUND* HIM AT *LAST!*

HE HAS THE *HATRED*-- THE *ANGER*--THE UNTRAINED *ENERGY* OF A SAVAGE *BEAST!*

I WILL *HARNESS* HIS ENERGY-- *NUTURE* HIS HATRED--AND GIVE HIM *POWER* BEYOND HIS WILDEST *DREAMS!*

HE SHALL *TRULY* BECOME--*THE GIBBON!*

HE IS THE *TOOL* I SHALL FASHION-- TO CAUSE THE *DEATH* OF-- *SPIDER-MAN!*

NEXT

THE APE AND THE ARACHNID!

FEATURING THE SHOCKING RETURN OF THE SUPER-VILLAIN YOU HAVE MOST REQUESTED!

SPIDER-MAN

MARVEL COMICS GROUP™

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APPROVED BY THE COMICS CODE AUTHORITY

the AMAZING SPIDER-MAN®

I MUST OBEY KRAVEN! SPIDER-MAN MUST DIE!!

SPIDEY! THE GIBBON! AND NOW---

KRAVEN THE HUNTER!

IT'S ACTION ALL THE WAY!

THE AMAZING SPIDER-MAN!

MID-MORNING IN DOWNTOWN **MANHATTAN**: THE BREEZES ARE SOFT AND COOL--BUT FAR FROM **SOOTHING** TO THE ANGERED HEART OF A CERTAIN COSTUMED YOUTH.

ALL HIS LIFE, HE'S BEEN REJECTED--ALIENATED--**HATED** BY THOSE WHO FOUND HIM **DIFFERENT**--AND JUST NOW, HE'S EXPERIENCED THE **ULTIMATE** REJECTION BY THE HERO KNOWN AS **SPIDER-MAN**--

--AND FOR THE **FIRST** TIME IN TWENTY-TWO YEARS, THIS YOUNG MAN HAS FELT HURT TURN INTO **HATRED!**

TO STALK A SPIDER!

MARTIN BLANK--YOU WHO CALL YOURSELF **THE GIBBON**--

--I BELIEVE WE CAN BE OF **ASSISTANCE** TO EACH OTHER, FOR WE SHARE A COMMON **ENEMY**--

--**SPIDER-MAN!**

WHO--? **WAITASECOND,** I KNOW YOU--I'VE SEEN YOU IN THE PAPERS, IN THE **DAILY BUGLE**--

--YOU'RE THAT **HUNTER** FELLA.

B-BUT--**YOU'RE DEAD!**

STAN LEE PRESENTS A **JOHN ROMITA/GERRY CONWAY** PRODUCTION!

JOHN COSTANZA, LETTERER!

MY FRIEND, IN TIME YOU'LL LEARN--**KRAVEN DIES HARD!**

9882

BUT THAT HARDLY *MATTERS*, NOW.

I'VE COME TO OFFER YOU *AID*, MARTIN BLANK--

-- THE TRAINING ONLY THE TALENTS OF THE *WORLD'S GREATEST HUNTER* CAN PRODUCE!

LOOK, I DON'T WANNA *HEAR* ABOUT IT, MISTER.

JUST LET ME *ALONE*, HUH? I'M TIRED OF BEING EVERYBODY'S PET *FREAK!*

FREAK? IS *THAT* HOW YOU SEE YOURSELF, GIBBON?

LOOK-- *THERE* ARE THE FREAKS-- -- A WORLD OF FAT, PAMPERED *DOLTS--!*

WOULD YOU BE *ONE* OF THEM, MARTIN BLANK?

HEY, GO AWAY, *WILLYA?*

I JUST WANNA *SIT* HERE A WHILE...

...THEN, MAYBE I'LL GO *HOME*...

HOME TO WHAT?

I CAN MAKE YOU A *GIANT*, YOU FOOL--

WOULD YOU TURN THAT ASIDE-- *WITHOUT LISTENING?*

SLOWLY, MARTIN BLANK TURNS... THE LINES IN HIS FACE ***DEEPEN***, *HIS LOOK BECOMES MORE THOUGHTFUL... AND THE MAN CALLED KRAVEN SMILES IN* ***TRIUMPH***...

NOW, MY FRIEND--

-- LISTEN, AND I WILL TELL YOU OF *TRUE* HATRED--

EARLIER, YOU SPOKE OF MY *DEATH*-- A DEATH REPORTED BY THAT POMPOUS JACKASS OF A PUBLISHER *JONAH JAMESON* NO DOUBT--

OBVIOUSLY, I DID *NOT* DIE--

-- BUT *ONE* THERE WAS IN THE SAVAGE LAND BENEATH THE ANTARCTIC WHO *DID*--

--AND *HIS* DEATH SHALL BE *AVENGED!*

"AS FOR MYSELF, IT DID INDEED SEEM AS THOUGH I'D DIE--

"FOR WHEN THE JUNGLE LORD CALLED KA-ZAR KNOCKED ME BACK IN THE MIDST OF OUR BATTLE--*

KRA

* SPIDEY #104, -- STAN.

"--I FELL FROM THE EDGE OF A PLUMMETING CLIFF--TOWARDS DEATH!

"I WOULD HAVE DIED THEN, AS ANY NORMAL MAN MIGHT--

"--BUT A NORMAL MAN WOULD NOT BE KRAVEN--

SNAP

"--NOR WOULD HE POSSESS THE UNCANNY INSTINCTS WHICH ALLOWED ME TO SLOW MY DESCENT--

"-- TO LUNGE OUT, AGAIN AND AGAIN-- TO GRASP PASSING BRANCHES-- AND IN THIS WAY--

CRACK

"-- TURN AN OTHERWISE FATAL PLUNGE-- INTO MERELY A BONE-SHATTERING FALL."

"INSTINCTS, MY FRIEND: ONLY MY **INSTINCTS** SAVED ME. A CIVILIZED MAN WOULD HAVE FOUND HIS **END** IN THAT AGONIZING DROP.

"OF THAT, I **ASSURE** YOU."

I'LL **REST** IN THIS CAVE-- HEAL MY WOUNDS--

-- AND WHEN I'M **WELL** ONCE MORE-- THERE WILL BE TIME-- FOR THE **HUNT!**

"THE DAYS PASSED TEDIOUSLY, BUT WITHIN A **WEEK..**"

I DARE NOT MOVE TOO **RAPIDLY**-- MY ARM HAS STILL TO **SET**--

-- AND YET, I MUST **KNOW**--ABOUT HIM-- ABOUT **GOG!**

"**GOG**, THE CREATURE FROM ANOTHER WORLD-- WHOM I'D BEFRIENDED AND **TRAINED**--

"I FOUND HIM IN A BOG OF **QUICKSAND**-- AND AS I LOOKED AT HIS STILL BODY, I **KNEW**--"

SPIDER-MAN! THIS WAS **HIS** DOING-- HIS AURA **FILLS** MY SENSES--

HE'LL **PAY** FOR THIS-- **HE'LL PAY!**

SO, MARTIN BLANK-- WE'VE **EACH** A REASON TO HATE THAT CURSED COSTUMED VIGILANTE.

YET, ALONE, I WITH MY **WOUND**--AND YOU WITH YOUR UNTRAINED **TALENT**-- WE'D NEITHER BE A **THREAT**--

-- BUT **TOGETHER..!**

YEAH-- I SEE WHAT YOU **MEAN,** KRAVEN. I'D **LIKE** THAT!

IT'D SHOW HIM-- AND THE **WORLD**-- NOT TO MAKE **FUN** OF MARTIN BLANK--

-- MARTIN BLANK, **THE GIBBON!**

OKAY, NOW THAT WE'VE GOT **THAT** OVER WITH, LET'S LOOK IN ON OUR FRIENDLY NEIGHBOR-HOOD **WEB-SLINGER**, JUST A FEW BLOCKS **NORTH** ON THIS BELEAGURED LITTLE ISLE--

MAYBE I **SHOULDN'T** HAVE TREATED MARTIN THE WAY I DID-- BRUSHING HIM OFF-- REFUSING TO **LISTEN**--

AFTER ALL, HE'S BEEN THROUGH A **LOT**--AND NONE OF IT **GOOD**--

-- BUT STILL, I CAN'T HELP FEELING I'VE DONE HIM A **FAVOR**--!

NOBODY, BUT **NOBODY** SHOULD GET CAUGHT UP IN THIS SUPERHERO BIZ-- **INCLUDING** A GUY CALLED **PETER PARKER!**

BUT I CAN'T WORRY ABOUT MISTER BLANK **NOW**--!

ACCORDING TO MY TRUSTY **SPIDER-SENSE**, AUNT MAY ISN'T HOME--

-- WHICH KINDA **EXPLAINS** WHY SHE NEVER ANSWERED MY **PHONE CALL!**

BUT **WAIT**--

SOMETHING'S WRONG! THERE'S A **NOTE** ON THAT TABLE--

-- ADDRESSED TO **ME!**

DON'T HAVE MY PARKER CLOTHES-- **OR** MY KEY--

-- SO I'LL JUST HAVE TO TRY THE **WINDOW**--

--AND HOPE NOBODY **SEES** ME!

GWEN MENTIONED SOMETHING ABOUT HOW SHE'D *HURT* AUNT MAY'S FEELINGS--

--TOLD HER SHE'D BEEN TOO *POS-SESSIVE* WITH ME--

--TOO *MATERNAL.* BUT GWEN DOESN'T UNDERSTAND--

-- AUNT MAY'S SO *OLD.* SHE TAKES THINGS TOO *HARD.*

SURE SHE'S GOTTEN ON MY NERVES AT TIMES--

-- BUT I STILL *LOVE* HER. NOTHING CHANGES *THAT.*

IF SHE'S--! OH, *NO!*

Dear Peter, I am going away for a wh... know it is best for all of us. Please do not w... out me. I will write as so... possible

loving aun... May

*FOR AN INSTANT HE STANDS **STUNNED**-- HIS MIND AFIRE WITH THOUGHTS OF GUILT-- AND **FEAR**--*

WHERE COULD SHE GO--WHO COULD SHE *STAY* WITH?

SHE CAN'T HACK IT OUTSIDE-- SHE'LL BE *LOST*--

-- AND IT'S MY FAULT-- *MY FAULT!*

*BUT BEFORE THOSE THOUGHTS CAN GO ANY **FURTHER**, THEY'RE SHATTERED-- BY AN ABRUPT AND UNEXPECTED **INTRU-SION!***

OKAY, SPIDER-MAN-- OPEN THIS *DOOR*--

-- WE KNOW YOU'RE *IN* THERE, MISTER-- AND THIS TIME-- *YOU DON'T ESCAPE!*

SOMEDAY YOU BOYS IN BLUE WILL *LEARN*--

THERE'S A GREAT BIG *DIFFERENCE* BETWEEN WHAT YOU *SEE*-- AND WHAT YOU *GET!*

YOU WANT I SHOULD MAKE IT *CLEARER?*

FORGET IT, FRANK-- WE'VE *LOST* 'IM.

THE CAPTAIN'S GONNA HAVE OUR *HIDES* FOR THIS!

THE GUY NEXT DOOR PHONES IN A NICE JUICY *TIP* ON THAT BLASTED WALL-CRAWLER--AND WE LET IT SLIP RIGHT THROUGH OUR *FINGERS.*

THAT'S NOT WHAT *WORRIES* ME, FRIEND--

"*WHERE'S THE OLD DAME WHO LIVES IN THIS PLACE--*

"*--AND WHAT HAS SHE GOT TO DO--WITH SPIDER-MAN?*"

WHAT INDEED? IN THE HOURS THAT FOLLOW, THAT'S A QUESTION WHICH *HAUNTS* OUR INTROSPECTIVE HERO...

... A QUESTION OF ACCEPTED RESPONSIBILITIES... AND LONG-FORGOTTEN DEBTS!

WHEN UNCLE BEN DIED, I MADE A *PROMISE* TO MYSELF...

...THAT I'D ALWAYS TAKE *CARE* OF AUNT MAY... JUST AS *SHE'D* TAKEN CARE OF *ME!*

HAVE I *BROKEN* THAT PROMISE? HAVE I FAILED-- NOT ONLY HER-- BUT MYSELF?

IF ANYTHING *HAPPENS* TO HER-- WHO CAN I BLAME-- BUT *PETER PARKER?*

FACE IT, PARKER--YOU'VE *BLOWN* IT. BUT *GOOD.*

... 'CAUSE WHEN THE CHIPS WERE DOWN... WHEN SHE NEEDED ME THE *MOST...* WHERE *WAS* I?

OUT PLAYING SUPERHERO, RUNNING AROUND TOWN IN A PAIR OF LONG-JOHNS LIKE A *CRAZY* MAN...!

THIS IS WHAT I'VE *DONE* WITH MY LIFE?

THIS IS WHAT I'VE *BECOME?*

SOME HERO! SPIDEY...YOU'RE A *BUST!*

BUT THEN, AS THE BROODING YOUTH LOOKS UP FROM HIS DARKER THOUGHTS...

TALK ABOUT BUSTS... LOOKS LIKE I'VE COME FULL CIRCLE.

WELL, WHO KNOWS? MAYBE JOE ROBERTSON CAN HELP ME OUT...

DAILY BUGLE

YEAH... HIM AND JOLLY J.J.J.!

AND SO...

HOW'S THE NEWS BIZ, ROBERTSON?

JAMESON RIDING YOU HARD THESE DAYS... OR MAYBE I SHOULDN'T ASK?

SPIDER-MAN! MISTER, ARE YOU IN HOT WATER!

SINCE WHEN HAVE YOU STARTED KIDNAPPING LITTLE OLD LADIES?

SINCE WHAT?

YOU HEARD ME, FRIEND. THERE'S A POLICE BULLETIN ON THE WIRES RIGHT NOW...

...OR DIDN'T YOU THINK CITY EDITORS COULD READ?

AND OF ALL PEOPLE, MAN-- MAY PARKER?

WHOA. SLOW DOWN A MINUTE.

MAYBE YOU'D BETTER TAKE A GLANCE AT THIS, FELLA.

To Peter

THE KIND OF TROUBLE YOU'RE IN, MISTER--

--IT BETTER BE GOOD!

IT'S GOOD, ALL RIGHT... AND IT'S THE LAST FAVOR I DO FOR THAT CRUMB, PETER PARKER.

WILL HE BUY IT? WHAT IF HE PUTS TWO AND TWO TOGETHER...

...AND COMES UP WITH YOUR LOGICAL THREE?

PARKER, HUH? IF THIS IS ON THE LEVEL--

SURE IT IS! PARKER NEEDED THAT LETTER-- I GO SNEAK IT OUT FOR HIM -- NOW I'M A BIG BAD CRIMINAL TYPE.

--AND SPEAKING OF BIG BAD TYPES-- HERE COMES YOUR LOVEABLE PUBLISHER.

SEE'YA LATER, BUDDY!

ROBERTSON! WHY AREN'T YOU WORKING ON THAT LATE CITY EDITION?

I WANT FULL COVERAGE ON THIS SPIDER-MAN STORY--

WE'VE FINALLY GOT THAT WEB-HEADED MENACE RIGHT WHERE WE WANT HIM!

HEY! COME TO *THINK* OF IT... MAYBE WE CAN DO A *HUMAN INTEREST* ANGLE!

YEAH... GET PETER PARKER TO TAKE SOME *PICTURES* OF HIMSELF WHEN HE HEARS THE *NEWS*...!

BEFORE YOU GET *TOO* EXCITED, J.J.... *HERE.*

ROBERTSON, WHAT SORT OF *BAD GAG* IS THIS?

THAT'S THE GENERAL *IDEA.*

YOU TRYING TO TELL ME MAY PARKER *ISN'T* KIDNAPPED-- THAT SHE'S GONE OF HER OWN FREE *WILL?*

YOU WANT ME TO *PRINT* THIS?

IF I DO THAT, I'LL BE *HELPING* THAT BLASTED *MADMAN*--

-- AND IF YOU *DON'T,* YOU'LL BE WITHHOLDING THE *NEWS.*

LOOKS TO ME LIKE YOU'VE GOT TO MAKE A *CHOICE,* JONAH.

YOUR CONSCIENCE... OR *SPIDER-MAN!*

ELSEWHERE, THE CHOICES ARE MUCH SIMPLER...

...AS, IN AN UNDERGROUND HIDEAWAY IN THE FAMED BOTANICAL GARDENS, SEVERAL HOURS LATER...

BOTANICAL GARDENS

UH-UNH, KRAVEN-- *NO MORE.*

I'VE HAD JUST ABOUT AS *MUCH* OF THAT HERB-STUFF AS I CAN *STAND!*

MAYBE I FEEL A LITTLE *HEALTHIER*-- BUT THAT SURE AIN'T ENOUGH TO MAKE ME DRINK ANOTHER *OUNCE* OF THAT LOUSY JUNK!

DON'T BE A *FOOL,* GIBBON.

THE PROCESS IS ALMOST *OVER...*

...WITH THE INGESTION OF THIS *FINAL* DRAUGHT, THE CELLULAR INTERACTIONS WILL *BEGIN*...

IN A MATTER OF *MOMENTS*, YOU'LL BE TRANSFORMED. THAT, COUPLED WITH THE *TRAINING* I'VE GIVEN YOU--

LOOK, I'VE *HAD* IT.

EVERY TIME YOU TALK LIKE THAT, YOU MAKE ME FEEL LIKE SOME KIND'A *ANIMAL*--

LIKE A DOG YOU CAN TEACH *TRICKS* TO. SURE, I'VE *LEARNED* STUFF--

--BUT I'M JUST *SICK* OF BEING TREATED LIKE-- LIKE SOMETHING THAT AIN'T *HUMAN*.

MARTIN BLANK, BELIEVE ME-- I *UNDER-STAND* YOUR TROUBLES.

I'VE GOT *FEELINGS*, Y'KNOW?

PLEASE, MY FRIEND. *TRUST* ME. DRINK THE *POTION*.

*HE HESITATES--BUT THE **DECISION** HAS ALREADY BEEN MADE--AND SO, WITH TREMBLING HANDS, MARTIN BLANK **ACCEPTS** THE STEAMING HERB BROTH--*

*--ACCEPTS IT AND **DRINKS**, AS A GLOATING **KRAVEN** LOOKS ON!*

WHAT'S *HAPPENING*-- TO ME? IT'S NOT-- NOT LIKE THE *OTHER* TIMES--

EVERYTHING'S *SPINNING*-- GETTIN' ALL DARK AND *HAZY*--

WHAT'D YOU *DO* TO ME-- WHAT-- WHAT DID YOU *DO*--?

AAAAAAAAH!

MY HEAD-- *IT'S BREAKING APART!*

STOP IT! STOP IT! STOP IT!

BUT IT DOESN'T STOP--

--AND IN THE MINUTES WHICH FOLLOW, THE METAMORPHOSIS BUILDS--UNTIL THE MAN CALLED MARTIN BLANK IS TOTALLY--AND ALMOST IRREVOCABLY--LOST!

SOMETHING'S HAPPENING IN MY MIND--

I'M CHANGING--CHANGING!

YES, GIBBON-- CHANGING, BECOMING WHAT YOU ARE, UNLEASHING THE BEAST HIDDEN WITHIN YOU!

--THE BEAST WHICH LURKS IN US ALL--

--BUT WHICH ONLY THE GREATEST OF MEN EVER DARE ADMIT!

YOU--YOU DID THIS TO ME--

--YOU HURT ME!

FOOL, DON'T YOU SEE?

I'VE FREED YOU--ALLOWED YOUR TRUE NATURE TO ESCAPE--!

NO USE-- HE NO LONGER HEARS ME--HIS MIND IS FILLED WITH HATE--BLIND, OVER-WHELMING RAGE--

--ANIMAL RAGE!

SOMEHOW, HE SENSES MY WEAKNESS--HE KNOWS HOW MUCH THE WOUND HAS DRAINED MY ENERGY--

--AND NOW--HE'S TRYING TO KILL ME!

I'M SORRY, MARTIN BLANK-- TRULY SORRY--

--BUT IF YOU THINK ME HELPLESS PREY--

THEN YOU'RE MISTAKEN--

QUITE MISTAKEN!

TALK-- YOU'RE ALWAYS TALKING AT ME--

EVERYTHING YOU SAY-- JUST MAKES ME CONFUSED!

I'VE HAD IT!

-- Y'HEAR ME? I'VE HAD IT!

CLK!

KRA

YOU TOLD ME WE'D BE FIGHTIN' SPIDER-MAN--

--THEN YOU START FEEDIN' ME ALL THAT HERB STUFF--

--AN' NOW MY HEAD HURTS--MY BODY FEELS LIKE WORN-OUT SHOES!

-- MISTER, I'M GONNA MAKE YOU-- :UNNNNNHHH!:

STOP IT, YOU MINDLESS MISCREANT!

YOU CAN'T DEFEAT ME--

--I AM KRAVEN-- KRAVEN, THE HUNTER!

YEAH? WELL, I'M MARTIN BLANK-- I AIN'T *GOT* NO FANCY LAST NAME--

--THEY NEVER *GAVE* ME ONE AT THE ORPHANAGE-- JUST A SPACE-- JUST A *BLANK*--

BUT THINGS ARE GONNA BE *DIFFER-ENT*-- I'M GONNA *MAKE* ME A NAME--

--AND I'M GONNA DO IT--*BY SMASHIN' YOU!*

*AND SO IT BEGINS: MADDENED BY THE CHEMICALS COURSING THROUGH HIS VEINS, THE GIBBON **LEAPS** ON A SEEMINGLY-HELPLESS HUNTER--*

*--AND DISCOVERS THAT KRAVEN IS **NEVER** HELPLESS--NEVER **HARMLESS!***

YOUR *KNEE*--YOU CAUGHT MY HAND-- HOLDIN' IT *DOWN*--!

WHICH MAKES IT SOMEWHAT *FAIRER*, WOULDN'T YOU SAY, MY FRIEND?

BUT YOU'RE STILL *WEAK*--STILL AIN'T AS STRONG AS *ME*--

THAT HERB BREW *DID* THINGS TO ME--

I'M STRONGER'N YOU-- *STRONGER'N ANYONE!*

LOCKED IN MORTAL COMBAT, THEY STRAIN--

AND AS THEY STRAIN, SOMETHING STRANGE OCCURS--

ABOUT THEM, THE AIR SEEMS TO SEETHE WITH TENSE POWER-- WITH THE MINGLING OF ANIMAL AURAS, HUMAN SENSES HEIGHTENED BY THE HERBS OF WHICH THEY HAVE BOTH PARTAKEN--

--AND GRADUALLY, INEXORABLY, ONE WILL PROVES DOMINANT--

--AS THE GIBBON RELEASES HIS DEADLY HOLD.

GOOD, MARTIN-- GOOD.

IT APPEARS WE'VE ESTABLISHED-- A LINK.

...SOME FORM OF TELEPATHIC BOND... A MINDLOCK, OF SORTS.

AS THE COBRA HYPNOTIZES THE HAPLESS BIRD...ENTRANCES IT WITH HIS OWN BESTIAL ENERGY...

...I...HAVE TAKEN CONTROL...OF YOU.

I EXPECTED AS MUCH...BUT NEVER DID I DREAM IT WOULD BE SO COMPLETE!

YOU...YOU WANTED THIS?

OF COURSE.

YOU THINK ME A WITLESS FOOL? I'VE PLANNED IT FROM THE BEGINNING.

MY MIND WILL BE YOUR MIND...MY SPIRIT, YOUR SPIRIT!

ONLY THUS CAN WE TRIUMPH OVER THE ACCURSED SPIDER-MAN!

YEAH...YEAH, I GUESS I SEE...WHAT YOU MEAN.

EXCELLENT. I SHALL FORGET OUR LITTLE... ALTERCATION.

YOU'RE READY AT LAST-- YOU'VE PROVEN THAT.

NOW GO-- FOR KRAVEN GOES WITH YOU.

MY HEAD STILL HURTS-- BUT MAYBE--

--MAYBE YOU'RE RIGHT. YEAH. MAYBE YOU ARE.

THE INCREDIBLE DOLT.

NEVER HAVE I MET A MAN SO DESPERATELY TRUSTING...

... A MAN WHOSE NEED FOR ACCEPTANCE IS SO GREAT, HE ALMOST BEGS TO BE USED.

... AND USED HE SHALL BE, IN THE GRIM DARK HOURS AHEAD.

WHILE ELSEWHERE, AS AN EXHAUSTED YOUTH NAMED PARKER RESTS AFTER A FRUITLESS SEARCH...

MORNING...AND I HAVEN'T COME CLOSE TO FINDING AUNT MAY.

WHAT'M I GOING TO DO?

I'M SO TIRED I CAN'T EVEN THINK-- GOTTA SLEEP, I'VE JUST--

RRINGG

--THE PHONE!

HELLO? HELLO, AUNT MAY--?

OH...IT'S ONLY YOU, GWEN.

ONLY ME? THANKS A LOT, MR. PARKER.

I HOPE I HAVEN'T INTERRUPTED ANYTHING--

-- I JUST WANTED TO REMIND YOU ABOUT CLASS TODAY. YOU HAVEN'T--

OH, NO, PETER-- NO!

PETER, WHAT--? SHE--SHE'S LEFT?

I'M AFRAID IT'S TRUE, GWEN... BUT YOU MUSTN'T BLAME YOURSELF.

I GUESS... IT'S BEEN COMING FOR QUITE A WHILE.

BUT, PETER--

--PETER, IT IS MY FAULT, WE BOTH KNOW IT IS.

I SHOULDN'T HAVE CRITICIZED HER THE WAY I DID... I MUST HAVE HURT HER TERRIBLY...

HEY, GWEN...

...DON'T GO ALL GUILTY ON ME.

I TOLD YOU--IT'S BEEN COMING FOR A LONG TIME.

LOOK, I'LL TALK TO YOU LATER, OKAY?

POOR KID. I KNOW HOW SHE FEELS... BOY, DO I KNOW.

I MIGHT AS WELL FORGET ABOUT SLEEPING... I'M TOO CHARGED UP, NOW...

MAYBE SOME WEB-SLINGING'LL CLEAR THE DUST FROM MY BRAIN...

...MAN, I HOPE SO.

WITHIN MOMENTS, A SLEEK COSTUMED FIGURE DARTS FROM AN UPPER-EAST-SIDE WINDOW--

HE KNOWS THE SEARCH WILL BE A LONG ONE--

--PROBABLY A FUTILE ONE--

--BUT IT'S A SEARCH THAT MUST BE MADE.

MAYBE IF I GO OVER ALL THE GROUND SHE NORMALLY COVERS--

IF I TRY THE BUSES--THE STREETS--THE SUPER-MARKETS--

MAYBE I'LL FIND HER THIS TIME--I'VE GOT TO--

--I'VE GOT TO!

MOMMY, LOOK--IT'S SPIDER-MAN!

BLAST. IT'S ALWAYS THE SAME--PEOPLE HATING, PEOPLE AFRAID!

--'CAUSE ONE OF THOSE PEOPLE COULD KNOW AUNT MAY--KNOW WHERE SHE IS--

ONLY--THIS TIME, IT HURTS EVEN MORE THAN IT USUALLY DOES--

--BUT THEY'RE ALL TOO BUSY RUNNING TO TELL ME.

GOTTA GET OUT OF HERE--GET SOME FRESH AIR, CLEAR MY HEAD--

UH-OH--HOLD IT, SPIDEY--

MY SPIDER-SENSE IS TINGLING LIKE MAD--

THERE'S SOMETHING UP AHEAD--

--AND IT'S DANGER!

GIBBON!

FOR HEAVEN'S *SAKE,* MARTIN-- HAVEN'T YOU GOTTEN OVER THIS SUPER-HERO BAG *YET?*

YEAH, I'VE GOTTEN *OVER* IT, PAL--

YOU TAUGHT ME REAL *GOOD,* YOU SHOWED ME HOW THINGS *WERE*--

--AND I WANNA *THANK* YOU FOR THAT, MISTER-- I WANNA GIVE YOU--

--THIS!

BUNK

UNNNHH!

THAT'S IT, MARTIN--AGAIN-- STRIKE HIM AGAIN!

KILL HIM, MARTIN-- KILL HIM KILL!

KILL!

CAN'T BELIEVE HIS *STRENGTH*-- CAUGHT ME OFF *GUARD*--

--AND MY SPIDER-SENSE-- TINGLING--ALMOST *SCREAMING* AT ME--

THERE'S SOMETHING ELSE--ANOTHER-- ANOTHER *PRESENSE*-- :*UNNNNNNHHH!*:

WAK!

AND EVEN AS SPIDEY SLUMPS, STUNNED, AND THE GIBBON'S MASSIVE FINGERS CLOSE AROUND HIS VICTIM'S COSTUMED NECK-- IN A ROOM DOZENS OF BLOCKS AWAY, A HERB-ENTRANCED KRAVEN GLOATS--AND HURLS HIS SILENT COMMANDS--!

NOW, GIBBON-- FINISH HIM NOW--

KILL KILL KILL

GIBBON--

THAT'S RIGHT-- KILL HIM--

FINISH HIM KILL KILL

YET--HOW DO YOU BURY A MAN? HOW DO YOU STIFLE ALL THAT HE'S EVER LEARNED--

KILL KILL KILL!!

--ALL THAT MAKES HIM A PART OF THE HUMAN RACE?

WHY DO YOU HESITATE?

HOW DO YOU MAKE HIM-- SOMETHING THAT HE'S NOT--

SOMETHING--INHUMAN-- SOMETHING THAT'S TRULY --AN ANIMAL--?

MARTIN-- DON'T-- DON'T DO IT, MARTIN--!

FINISH HIM!

NO! MY HEAD-- SPLITTING-- THROBBING--!

FORCING ME--NO-- I WON'T BE FORCED--

I WON'T!

DON'T FAIL NOW, YOU FOOL!

KILL! KILL!

I WON'T!

FOR AN INSTANT, THE GIBBON **FREEZES**-- AND IN THAT INSTANT, SPIDER-MAN **ACTS**--

FOOL!

MINDLESS FOOOOOOLL

--MUSCLES TENSE AND **THRUST**-- THE GIBBON SPINS, TWISTING--

--AND **FALLS**, UNHEEDING OF KRAVEN'S FADING **CRIES**--!

NO!

HE'LL BE **KILLED!**

I WASN'T THINKING-- DIDN'T **REALIZE** HOW CLOSE WE WERE TO THE LEDGE--

HEAD STILL **RINGING**--

BUT I'VE GOTTA TRY-- I'VE **GOT** TO!

DID IT!

HE'S OUT-- FEELS LIKE A SACK OF LOOSE **SAND**--

WHAT-EVER WAS HOLDING HIM TOGETHER-- IS **GONE**, NOW.

FUNNY. I **KNOW** I SHOULD BE ANGRY...

...MAYBE EVEN **BURNING** WITH MAD... YET SOMEHOW...

...SOMEHOW, I *KNOW* MARTIN WASN'T RESPONSIBLE FOR WHAT HE TRIED TO DO.

CALL IT INTUITION... OR MAYBE MY *SPIDER-SENSE*...

BACK MOR

...BUT I FEEL THERE WAS SOMEONE *ELSE* BEHIND ALL THIS...

...SOMEONE TERRIBLY FAMILIAR... SOMEONE TERRIBLY *CLOSE.*

FOOL! FOOL!

WEEKS OF DELICATE *PLANNING*-- OF SEARCHING FOR THE PROPER HUMAN *TOOL*-- ALL OF IT, ALL, *ALL WASTED!*

I SHOULD HAVE *WAITED*, AND DONE THE JOB *MYSELF*--

CHUNK

BUT *NO*-- I WANTED IT *NOW*-- WANTED THE TASTE OF REVENGE *NOW!*

--AND *INSTEAD*, ALL I HAVE -- IS THE TASTE OF ASHES.

20

NEXT *SPIDEY COPS OUT!*

SPIDER-MAN

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the AMAZING SPIDER-MAN®

APPROVED BY THE COMICS CODE AUTHORITY

TM

GO ON, WORLD! HURT EACH OTHER--KILL EACH OTHER--DO ANYTHING YOU WANT!

I JUST DON'T CARE ANY MORE!

SPIDEY COPS OUT!

THE AMAZING SPIDER-MAN!™

SPIDEY COPS OUT!

B-BUT YOU SHOULD HAVE TAKEN HIM THROUGH *ADMITTANCE!* TH-THERE ARE *PROCEDURES*-- CERTAIN *FORMS* THAT HAVE TO BE FILLED OUT!

Y-YOU CAN'T JUST DROP HIM IN A BED --AN-AND TELL ME TO CALL A *DOCTOR!* I DON'T EVEN KNOW HIS *NAME*-- WHERE HE *COMES* FROM--

HIS NAME'S *MARTIN BLANK.*

WHEN HE COMES AROUND, TELL HIM SPIDEY SAYS *HI*--AND NO HARD *FEELINGS.*

B-BUT WHAT ABOUT *TH-THIS?* WHAT AM I SUPPOSED TO DO WITH THIS-- THIS *COSTUME?*

BURN IT, NURSE-LADY...

BURN IT!

STAN LEE PRESENTS: A JOHN ROMITA AND GERRY CONWAY AVALANCHE OF OFFBEAT ACTION! ARTIE SIMEK, LETTERER ROY THOMAS, EDITOR

10212

BURN IT....? OH, MY.

DOCTOR DREGFORD ISN'T GOING TO *LIKE* THIS...

...HE ISN'T GOING TO LIKE IT AT *ALL!*

I REALLY *HATED* TO DO THAT TO THAT NURSE--

SHE'S ONLY TRYING TO DO HER *JOB*, CHECKING *BED-CHARTS*--AND HERE *I* COME, CHARGING THROUGH THE WINDOW WITH A LIMP *MAN* IN MY ARMS--

--HECK, I DIDN'T EVEN KNOW HIS *BLUE SHIELD* NUMBER.!

BUT WHO AM I *KIDDING*, ANYWAY? MUCH AS I FEEL SORRY FOR POOR OLD *MARTIN BLANK*--

BAC

--I'M *REALLY* WORRIED SICK OVER *AUNT MAY!*

HOW COULD SHE JUST-- JUST *VANISH* LIKE THAT? LEAVING ONLY A *NOTE*, NOT TELLING ANYONE WHERE SHE'S *GONE*--

IT'S NOT *LIKE* HER--

"--IT'S JUST *NOT* THE AUNT MAY WHO RAISED ME WITH *UNCLE BEN*. FUNNY... IT'S BEEN SO *LONG* SINCE I LAST THOUGHT ABOUT THOSE DAYS, AFTER MY *PARENTS* DIED...

"WE WERE A *FAMILY*, THE THREE OF US--

"--AND WHEN UNCLE BEN WAS KILLED, SHOT BY A **BURGLAR** I REFUSED TO CHASE AS **SPIDER-MAN**, WE BECAME **CLOSER**.

"THAT WAS THE FIRST TIME I UNDERSTOOD THE **MEANING** OF RESPONSIBILITY...

"...IT WAS SOMETHING AUNT MAY WAS TO TEACH ME AGAIN AND AGAIN, AS I PLOWED THROUGH **HIGH SCHOOL**. SHE WAS ALWAYS THERE, ALWAYS **READY** TO HELP ME...

"...AND WHEN I RECEIVED MY **DIPLOMA**, IT WAS THE PROUDEST DAY OF **HER** LIFE, AS WELL AS MINE."

"KNOWING THAT MADE IT ALL MORE **IMPORTANT**...

"...JUST AS KNOWING HOW **SICKLY** SHE WAS MADE ME ALMOST **INSANITY CAREFUL** THAT SHE NEVER LEARNED HER NEPHEW, **PETER PARKER**, WAS THE WALL-CRAWLER A LOT OF PEOPLE CALLED **A CRIMINAL**...

"A FAT LOT OF **GOOD** IT DID ME, TOO! I NEARLY **FLIPPED** WHEN I FOUND OUT WHO SHE'D TAKEN IN AS A BOARDER WHEN I MOVED OUT TO GET A PAD WITH **HARRY OSBORN**...

PETER, DEAR...THIS IS **MR. OCTAVIUS.**

HE'LL BE STAYING HERE UNTIL HE FINDS A MORE **PERMANENT** HOME.

DOC OCK! BUT I CAN'T LET AUNT MAY KNOW--!

HER HEART'S TOO **WEAK!** SHE COULDN'T **TAKE** IT!

"SOMEHOW, AUNT MAY ALWAYS SEEMED TO BE **INVOLVED** IN MY BATTLES AS SPIDER-MAN--WHETHER IT WAS THAT TIME WITH **DOCTOR OCTOPUS**--*

*HMM...SEEMS TO US THAT HAPPENED BACK IN **SPIDEY #54**. ANY DISAGREEMENTS? --RASCALLY ROY.

"--OR DURING MY FREE-FOR-ALL WITH THE HIGH-FLYING **BEETLE!***

"ISN'T THAT HOW IT'S **ALWAYS** BEEN? SPIDER-MAN GETS ALL THE GLORY-- HOT-SHOT PETE. GETS ALL THE **SCHOLARSHIPS**--

--AND MAY PARKER GETS NOTHING BUT **GRIEF.**

NO **WONDER** SHE WENT AWAY. WHO COULD **BLAME** HER?

"WHEN IT COMES TO SAFE LIVING... BEING RELATED TO PETER PARKER IS LIKE LIVING ON AN **ATOMIC TESTING GROUND!**

"AW...WHAT'S THE **USE?** I CAN'T FOOL MYSELF... I **KNOW** THAT'S NOT THE **REAL** REASON SHE'S LEFT...

*SHOWN IN SPIDEY #94. --ROY.

IT'S BECAUSE OF WHAT MY GIRL **GWEN** SAID TO HER--

--TELLING HER SHE'D BEEN TOO **MATERNAL** TOWARD HER NEPHEW PETEY-- TOO **PROTECTIVE!**

GWEN **MEANT** WELL, BUT SHE NEVER REALIZED-- **WAIT!**

SOMETHING'S MAKING MY SPIDER-SENSE **TINGLE**--

--SOMETHING HAPPENING BELOW, AT THE OPENING TO THIS **ALLEY!**

NOW I HEAR IT-- THE DISTANT SQUEAL OF **BRAKES!**

AND ANOTHER SOUND-- **GUNSHOTS!**

SCREEECH!

KTOW!

KTOW

THAT *SEDAN!* IT'S TEARING IN FRONT OF THAT OTHER CAR, CUTTING IT *OFF!*

THEY JUST BARELY MISSED THOSE *PEOPLE*--

BUHKOOM!

BUT FROM THE *LOOKS* OF THINGS, SOMEHOW I DON'T THINK THOSE GUYS IN THE BLACK CAR WOULD *CARE!*

AND, SINCE THE *OTHER* BRAVE MEMBERS OF OUR COMMUNITY AREN'T EXACTLY LEAPING TO THE *RESCUE*--

--IT SEEMS LIKE YOUR FRIENDLY-NEIGHBOR-HOOD WEB-SLINGER IS SUMMARILY *ELECTED!*

OKAY, JACKIE-- YOU HAD YOUR FUN, YOU MADE YOUR *BETS*--

--NOW YOU'RE EITHER GONNA PAY WITH *CASH*--

--OR YOUR *HIDE!*

HOLD 'IM NICE'N *STILL*, BERT!

WAITASECOND! WHAT AM I *DOING?*

MY *AUNT'S* DISAPPEARED-- AND I'M GETTIN' SET TO MESS WITH SOME FIFTH-RATE GANGLAND *MUGGING?*

AM I *CRAZY*, OR SOME-THING?

LISSEN, SO I MISSED A FEW *IOU'S*--IZZIT A *CRIME?*

I'VE MADE GOOD *BEFORE* I WON'T *STIFF* YOU GUYS!

HEY, LISSEN-- *DON'T*-- :*MRRRRRMMPH!*:

DO US ALL A *FAVOR*, PAL. JUST SHUT YOUR TRAP AND *TAKE* IT, HUH?

NOPE--I'VE *HAD* IT WITH THIS CRIME-BREAKING BIZ.

FOR ONCE, I'M GOING TO DO THE *RIGHT THING*--

--I'M CUTTING OUT-- TO FIND *AUNT MAY!*

UH-OH... HEY, UH, *BENNY*...

SHADDUP, *WILLYA*, BERT?

ALLA *TIME* WITH YOU, IT'S BENNY *THIS*-- AND BENNY *THAT*--

CAN'T YOU *EVER* DO A JOB AN' KEEP YOUR FLAPPIN' TRAP--

--CLOSED?

HOLY CRUD-- IT'S *SPIDER-MAN!*

DON'T JUST *STAND* THERE, YA GOON--!

SHOOT 'IM!

GOK!

PTING!

BUT, BENNY-- HE'S *RUNNIN' OFF*-- LIKE HE WUZ *SCARED!*

SCARED? ARE YOU *KIDDIN'*?

HE'S PROBABLY GOT A *PLAN*-- GONNA CIRCLE *AROUND* US--

--OR--OR *SUMTHIN'*? HEY--HE REALLY *IS* CUTTIN' OUT! CAN YOU BEAT *THAT*?

"YOU'N ME, BERT--WE CHASED SPIDER-MAN!"

DREAM *ON*, KIDDIES! UNCA SPIDEY'S JUST HAD IT UP TO *HERE*.

I FINALLY *REALIZED* HOW MUCH OF A--*HOLD* IT.

SOMEBODY *CRYING OUT*--!

THAT'S IT, PAL-- SCREAM YER *HEART* OUT!

JUST DON'T GET *TOO* RAW, 'CAUSE THE BOSS *STILL* WANTS TO TALK WITH HIS FAV'RITE *BOOKIE!*

HELP! IN THE NAME OF HEAVEN, SOMEONE-- SOMEONE *HELP ME!*

DON'T LET THEM *TAKE* ME--DON'T LET THEM--

SPIDER-MAN! YOU SEE ME -- I *KNOW* YOU SEE ME! YOU'VE GOT TO STOP THEM--*YOU'VE GOT TO!*

THAT CREEPIN' *WALL-CRAWLER,* EH?

FORGET IT, CHALKIE! HE AINT GONNA BE HELPIN' *NOBODY,* Y'HEAR?

KTOW

LEAST OF ALL, *YOU!*

I CAN'T WIN! I JUST CAN'T *WIN!*

IF I BUTT OUT, THEY'LL *KIDNAP* THAT POOR SLOB--

PTOING!

--YET IF I GET INVOLVED, IT MAY TAKE ME *HOURS--*

--HOURS I *COULD* SPEND SEARCHING FOR *AUNT MAY!*

NO, I *CAN'T* LET MYSELF GO-- I'VE *GOT* TO DISCIPLINE MYSELF--

--AND MAYBE, SOMEHOW-- SOME*DAY*--

--AND *LIVE* WITH THE MAN I'VE BECOME!

--I'LL FIND THE COURAGE TO *FACE* MYSELF AGAIN--

MINUTES FLIT BY AS QUICKLY AS THE WEB-SPINNER'S RACING THOUGHTS, AND BEFORE TEN HAVE PASSED, HE'S COVERED THE DISTANCE FROM MIDTOWN--

--TO HIS UPTOWN PAD!

BROOD-ING, HE DRESSES SILENTLY --AND, UNLOCK-ING HIS DOOR, HE FINDS--

HARRY!

HEY, PARTNER-- I--UH--DIDN'T HEAR YOU COME IN.

YOU MUST'VE BEEN BURNIN' THE OLD COAL, PETE.

I CALLED TWICE. THOUGHT YOU'D LIKE A BURGER.

NO, THANKS, HARRY. I'M NOT TOO HUNGRY RIGHT NOW...

YEAH. I GUESSED THAT.

LOOK, PETE... HAVE YOU HEARD FROM YOUR AUNT, YET?

NOT WORD ONE, HAR.

SAY, IF THERE'S ANYTHING I CAN...

DON'T WORRY, MR. OSBORN...

...YOU'LL BE THE FIRST TO KNOW.

HOURS LATER, AS UNCON-SCIOUS YEARNINGS TURN HIS FEET TOWARD MORE FAMILIAR THINGS, A WEARY PETER PARKER NOTICES WHERE HIS WANDER-INGS HAVE TAKEN HIM...

THE DAILY BUGLE!

WELL, YEAH...MAYBE ROBBIE WILL KNOW SOMETHING...OR AT LEAST KNOW WHERE TO START...

DAILY BUGLE

AFTER ALL, I GAVE HIM THE NOTE AUNT MAY LEFT ME. MAYBE HE'S...

OH, GREAT. LOOKS OL' J. JONAH'S ALREADY GOT THE WORD, AND SLAPPED ON HIS "CRUSAD-ING PUBLISHER" HAT AGAIN...

...WHICH MAKES HIM THE ONE MAN I DON'T WANT TO SEE RIGHT N--

FINAL DAILY BUGLE

SPIDER-MAN BACKS DOWN

PARKER!

OBOY.

HEARD ABOUT YOUR *AUNT,* KID. TOUGH... REAL *TOUGH.*

THAT'S THE TROUBLE NOWADAYS; EVERYBODY'S GOT *PROBLEMS...*

...EVEN A LOVEABLE, GENEROUS OLD GUY LIKE *ME...*

LIKE...UH... *YOU,* JJJ?

PARKER, WHAT HAVE I *DONE* TO YOU? CAN YOU *TELL* ME?

WHAT HAVE I DONE *WRONG?* I GIVE YOU A STAFF PHOTOGRAPHER'S JOB--I PUT YOU ON *SALARY--*

--AND IN THREE WEEKS, HAVE YOU *PRODUCED?* HAVE YOU TURNED IN ONE DECENT *NEWS PHOTO?*

NO! INSTEAD YOU HANG AROUND HERE LIKE SOME SORT OF *GROWTH--*

--YOU COLLECT YOUR *CHECK--*

--AND YOU GIVE ME NOTHING! NOTHING!

UM, MR. JAMESON... IT'S LIKE *THIS...*

PARKER-- *SHUT UP!*

I DON'T WANT EXCUSES-- I WANT *RESULTS!*

RESULTS LIKE *THIS,* PARKER! THE BIGGEST STORY OF THE *YEAR,* AND I HAVE TO GET AN *ARTIST* TO ILLUSTRATE IT!

SPIDER-MAN'S TRUE COLOR: YELLOW!

LOOK, MR. JAMESON... I'LL *TRY* TO DO BETTER... IT'S JUST...

J.R.

DON'T *TRY,* BOY-- *DO* IT!

--BECAUSE *UNTIL* YOU START PRODUCING, I'M PUTTING A *HOLD* ON YOUR SALARY--

--AND, PARKER, THAT HOLD COULD BECOME *PERMANENT!*

IT'S--

--UP--

--TO--

--YOU!

O-OKAY, MR. JAMESON. I-IS THERE ANYTHING YOU W-WANT A *RUSH* ON?

IS THERE ANYTHING I WANT A RUSH ON?

ROBERTSON, *YOU* TALK TO HIM.!

I'M GOING TO HAVE MYSELF A NICE, SIMPLE *NERVOUS BREAKDOWN!*

EASY, SON. JUST BE THANKFUL YOU'RE NOT A CITY EDITOR...

WE'RE THE ONES WHO CATCH THE FULL BRUNT OF A PUBLISHER'S WRATH.

HE'S JUST BURNING BECAUSE HE LOST A SCOOP...

...AND LOST IT, INDIRECTLY, BECAUSE OF YOU.

THIS LETTER OF YOUR AUNT'S...THE ONE SPIDER-MAN PICKED UP FOR YOU...

...I'VE HAD IT CHECKED, PETER, AND THE HANDWRITING'S TOTALLY AUTHENTIC.

...AND THAT, MY BOY, IS WHAT PUT THE FIRE UNDER JONAH'S CHAIR. HE WAS COUNTING ON RUNNING A STORY ABOUT THAT CRAZY WALL-CRAWLER ABDUCTING MAY PARKER...

...WHEN THIS LETTER COMES ALONG AND BLOWS THE WHOLE GIG.

YEAH, I SEE.

DO YOU, PETE?

QUICKLY, PETE EXPLAINS HIS FRUSTRATION...BUT THE THOUGHTFUL ROBERT ROBERTSON IS UNABLE TO ADD ANY FRESH INSIGHTS, AND SO...

I GUESS YOU BETTER LEAVE IT TO THE POLICE, PETER.

...THAT IS, IF YOU WANT TO KEEP YOUR JOB!

HOW COULD I DO WITHOUT JAMESON'S FRIENDLY HUMOR, ROBBIE?

MAYBE YOU'RE RIGHT. I'D BETTER--

PETER--COULD I SPEAK TO YOU A MINUTE?

HUH? BETTY! SURE... WHAT IS IT?

I JUST WANT YOU TO KNOW HOW CONCERNED I AM, PETER.

I'VE ALWAYS FELT VERY CLOSE TO YOUR AUNT...AND TO YOU.

WELL... UH... THANKS, BETTY.

MISS BRANT--STOP GABBING WITH PARKER AND GET IN HERE!

SO LONG, BETTY. I'LL SEE YOU.

SO WHAT DO I DO?

LOOK FOR AUNT MAY...OR SAVE MY JOB?

MIGHT AS WELL GET MYSELF SOME COFFEE...IT'S GONNA BE A LONNNG NIGHT.

YOU TAKE THAT BACK, JOEY--!

LONGER THAN YOU THINK, MR. P..

--LONGER THAN YOU THINK!

--HE'D NEVER RUN AWAY, SO IT'S NOT TRUE!

EVERYBODY KNOWS HOW MUCH THAT DAILY-BUGLE FINK HATES SPIDEY! HE'S PROBABLY MAKIN' IT ALL UP--

SPIDER-MAN'S TRUE COLOR: YELLOW!

--AN' IF YOU SAY IT ONE MORE TIME, I'LL BUST YOU INNA--

HEY, TROOPS-- HOLD IT!

C'MON, CUT IT OUT... COOL IT.

THERE'S A TIME FOR FIGHTING-- AND A TIME FOR SHAKING HANDS AND CALLING IT QUITS.

GOT IT?

TELL HIM THAT. HE THINKS HE CAN--

CALM DOWN, FRIEND. NOW BOTH OF YOU: SHAKE, WILLYA?

WELLLLLL... OKAY.

HEY, PEACE-MAKER--

--GOT A MOMENT FOR A PAIR OF OLD FRIENDS?

MARY JANE! --AND MRS. WATSON!

WE'VE BEEN SEARCHING EVERY-WHERE FOR YOU, PETER...

...YOUR ROOM-MATE TOLD US WE MIGHT FIND YOU HERE.

I'VE BEEN WORRIED TO DEATH OVER MAY. WHEN I CAME HOME AND SHE WAS GONE...

I CAN APPRECIATE THAT, MRS. WATSON--

--BUT THIS NOTE-- WELL, SEE FOR YOUR-SELF.

A NOTE, TIGER? SOUNDS CRAZY--!

HUSH, MARY JANE.

PETER...THIS LOOKS LIKE MAY'S WRITING... BUT CAN YOU BE SURE SHE WASN'T FORCED?

AFTER ALL, IT'S NOT LIKE HER TO GO OFF ALONE...

--FORCED?

FOR ONE TERRIBLE MOMENT, HIS THOUGHTS WHIRL--HALF-FORGOTTEN FEARS SURGE TO THE SURFACE, AND SUBSIDE ONLY AFTER A CONSCIOUS EFFORT...

I-I NEVER THOUGHT... NEVER CONSIDERED....!

ALL THESE KIDNAPPINGS... CRIMES...COULD THEY BE CONNECTED IN SOME WAY?

YOU ARE A REPORTER, PETER... OF A SORT...

WHOA, FELLA...

...SOUNDS LIKE A BAD CASE OF CREEPING PARANOIA TO OLD M.J.!

NOBODY'S OUT TO GET YOU THROUGH YOUR AUNT, MR. PARKER...SHE'S PROBABLY JUST OUT DIGGING A WHOLE NEW SCENE, THAT'S ALL!

IT'S NOT AS THOUGH YOU HAD ENEMIES, Y'KNOW, HANDSOME?

G-GUESS YOU'RE RIGHT, MARY JANE--

--MAYBE I'LL SEE YOU LATER.

I'VE GOT TO GET A HANDLE ON MYSELF--PULL MY MIND TOGETHER!

WHAT MRS. WATSON SAID JUST NOW --SUPPOSE SOMEONE WERE TRYING TO GET TO ME--?

--ONLY IT'S NOT INNOCENT NEWS-PHOTOG PARKER WHO'S THE GOAL--

--IT'S A WEB-SLINGING VIGILANTE CALLED SPIDER-MAN!

IF THAT'S TRUE--

--IT MEANS EVERYTHING I'VE EVER FEARED--HAS HAPPENED!

SOMEHOW, SOMEBODY MAY HAVE DISCOVERED SPIDEY'S ALTER EGO...

...AND WITH IT, A GENTLE OLD LADY HE CALLS AUNT MAY!

ONLY ONE THING TO DO--

--TRY TO KILL TWO BIRDS WITH *ONE* STONE--

--GET SOME PICS FOR JAMESON BEFORE HE HAS A *CORONARY*--

--AND AT THE *SAME TIME*, DIG UP INFORMATION ON THESE--

BINGO! IT'S *LUCK-OUT* TIME, SPIDEY...

...'CAUSE UNLESS I'M GOING *BUGABOO* WITH ALL THIS RUSHING AROUND...

...THAT'S A *SHAKE-DOWN* IN PROGRESS BELOW...

...AND FRIENDLY-BOY HERE IS JUST WHAT I *NEED!*

HUNH?

HOLD ON TO YOUR *HAT*, CHUCKLES.

YOU'N ME ARE GOING FOR A LITTLE *RIDE!*

THERE WE GO-- NICE AND *PRIVATE.*

I *HATE* INTERRUPTIONS DURING A *TÊTE-Á-TÊTE,* DON'T *YOU,* PAL?

WH-WHAT DO YOU *WANT?* WHAT'S GOIN' *ON?*

FUNNY--THAT'S *JUST* WHAT I WAS GOING TO ASK *YOU,* SNOOKUMS.

I DON'T KNOW *NUTHIN'*--I JUST FOLLOW *ORDERS,* Y'KNOW?

SORRY, NO *DICE*--

--YOU'RE GONNA HAVE TO DO A LOT *BETTER* BEFORE WE GO HOME!

WHA-WHAT'DYA *MEAN?*

SIMPLE: EITHER YOU TELL ME WHO PUT YOU *UP* TO THIS--OR IT'S *DROP CITY!*

I-- I *CAN'T* ALL I KNOW IS THE *MONEY--!*

I GET ORDERS OVER THE *PHONE*--HIT THIS GUY, HIT *THAT* GUY--

I SWEAR, THAT'S *ALL!*

--AND THE CURRENT *CRIME WAVE?*

IT'S THE *WAR*-- 'TWEEN *MY* BOSS AN' SOME *OTHER* DUDE--!

WHAT OTHER DUDE? C'MON, FRIEND-- *SPILL.*

I TELL YA, I *DON'T KNOW!*

YOU *KNOW* SOME-THING, BRIGHT EYES--

--MAYBE I'M JUST A SUCKER FOR A *PRETTY FACE*--

--BUT I *BELIEVE* YOU.

AND, MISTER --IT MAKES ME *SICK.*

I CAN ALMOST *UNDER-STAND* A GUY WHO STEALS--

--OR SOMEONE WHO HUSTLES *PROTECTION* MONEY--

--BUT A GUY WHO SIMPLY SELLS HIS GUN WITHOUT EVEN KNOWING WHO'S *BOUGHT* IT--

THAT'S *LOW*, BUDDY! *THAT'S FOUL!*

HEY, SPIDEY-- *HEY, WAIT!*

HOW'DYA LIKE *THAT?* HE DIDN'T EVEN *SEE* ME!

IT'S JUST AS *WELL*, FLASH

I DON'T THINK... I COULD HAVE *FACED* HIM.

GWEN...YOU DON'T *STILL* BELIEVE HE KILLED YOUR *FATHER*, DO YOU?

IT'S NOT JUST *THAT*, FLASH. IT'S PETER...AND HIS *AUNT*...

I CAN'T HELP FEELING *RESPONSIBLE*...

AND SOMEHOW, WHEN I SEE *SPIDER-MAN*...

...IT JUST *REMINDS* ME OF EVERY-THING I'VE DONE WRONG...TO *HURT* PETER...WITHOUT *THINKING!*

DON'T BLAME *YOURSELF*, GWENDY... PARKER DRAWS TROUBLE LIKE A *MAGNET!*

FLASH, YOU *PROMISED* NOT TO RIDE PETER ANYMORE.

YOU *KNOW* HOW MUCH HE MEANS T--

SURE, MIZ STACY. I'M JUST *KIDDING*. PARKER'S ALL RIGHT, I GUESS...

THE HOURS UNTIL EVENING PASS QUICKLY, NOW...FRUITLESSLY SPENT ON A FRUSTRATING SEARCH...

...THOUGH HE'S NEVER GONNA BE A *SPIDER-MAN!*

...A SEARCH WHICH BRINGS OUR HERO SOUTH ALONG THE GRAY MANHATTAN ISLE...

...TO AN AREA **BELOW** THE WILLIAMSBURG BRIDGE, WHERE...

MY SPIDER-SENSE... *TINGLING!*

THERE: THOSE THREE MEN, APPROACHING THAT BOARDED ***WAREHOUSE...***

THE TALL ONE LOOKS ODDLY ***FAMILIAR...***

MUST'VE SEEN HIS FACE IN A ***POST OFFICE*** SOMEPLACE.

WAIT... HE'S ***SAYING*** SOMETHING...!

MICKEY... ***TEX...*** WHEN I GIVE THE WORD...

...***FIRE!***

RRRIPP!

KTAKAKAK!

KTOW!

WHAT IN--?

HE TORE THAT DOOR RIGHT OFF ITS ***HINGES!***

LOOKS LIKE JJJ'S GONNA GET BETTER PICS THAN HE ***BARGAINED*** FOR--

--WHILE OLE SPIDEY'S FOUND HIMSELF A ***MYSTERY***--AND JUST ***MAYBE***--

WHUMP!

--AN ANSWER!

OKAY, CLASS-- TIME FOR YOUR LESSONS.

ONE: IT'S NOT *NICE* TO BREAK DOWN DOORS-- EVEN IF THEY *DO* BELONG TO BAD OLD *GAMBLING PARLORS--!*

BTAK!

TWO: IT'S NOT *HEALTHY* TO PLAY WITH BANG-BANG TOYS--

--*ESPECIALLY* RIFLES AND SHOTGUNS--!

NOW, BECAUSE STUDENTS HAVE BEEN *BAD* LITTLE BOYS, TEACHER WILL HAVE TO *CONFISCATE* BANG-BANGS--

--AND ONCE TEACHER HAS DONE *THAT*--

--TEACHERS AND STUDENTS WILL HAVE TO *TALLNNNHHKKK!*

CHUK!

BOSS *TOLD* US YOU MIGHT COME *SNOOPIN'*--

--TOLD US HOW TO *HANDLE* YOU--

SAID YOU WOULDN'T BE *EXPECTING* US TO BE SO *STRONG*--

SAID WE COULD USE THAT *AGAINST* YOU--

KUNK

--LIKE *THIS!*

HE'S MOVING SO *QUICKLY*-- I CAN'T *FOLLOW* HIM--CAN'T *DUCKKKKKK!*

*C*ONSCIOUSNESS SPINS LIKE A SPRUNG *FLY-WHEEL*--AND AS THE ESCAPING CROOKS RUN--

--*S*PIDEY'S HAND *CATCHES*-- ON SOMETHING CLOTH-LIKE AND SOMETHING *MORE*--!

*F*OR LONG MOMENTS, HE *SWAYS* IN THE STRAINED DARKNESS OF HIS MIND, AND THEN--

MY HEAD--FEELS LIKE A TON OF *MUD*--

GOT TO CLEAR IT-- DRAG MYSELF *TOGETHER*--!

HANG *IN* THERE, HERO... ONCE YOU CATCH YOUR *BREATH*, YOU CAN...*HUH?*

SOME SORT OF *HARNESS*...COMPLETE WITH AN AMPLIFYING *POWER-PACK!* I MUST HAVE PULLED IT OFF THAT *TALL* GUY....!

BUT... HOW DOES IT *FIT IN*... IF IT *DOES?*

NO SIGN OF LAUGHING BOY AND HIS *PALS*

LOOKS LIKE I'LL HAVE TO PIECE THINGS TOGETHER ON MY *OWN*...!

IF THERE *IS* SOME SORT OF *GANG WAR*...

...MAYBE THIS HARNESS IS A *CLUE* ...A PIECE OF THE *PUZZLE*...

BUT, IS IT A *CAUSE*... OR JUST AN *EFFECT?*

THINK, SPIDEY... *THINK!*

WAIT... MY *SPIDER-SENSE*... I'VE NEVER FELT IT THIS STRONGLY *BEFORE!*

PULSING... TWISTING A HOT KNIFE *INSIDE* ME... *WARNING* ME OF SOME-THING I'VE *MISSED!*

*JUST BARELY, HE HAS TIME TO HEAR THE SOUND OF **BREATHING** ABOVE AND BEHIND HIM...THE HARSH GRATING OF STEEL AGAINST **STONE**...AND THEN, A **VOICE** ECHOES OUT...A VOICE TOUCHED WITH SUBTLE **MADNESS!***

YOU'VE INTERFERED WITH MY PLANS FOR THE *FINAL TIME,* MY FRIEND!

THIS TIME, YOU'VE LEARNED TOO MUCH, TOO *SOON*--AND SO, BECAUSE OF YOUR MOST *UNFORTUNATE CURIOSITY*--

YOU MUST DIE!
HOLY COW!
IT'S DOC OCK!
TO BE CONTINUED!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN

APPROVED BY THE COMICS CODE AUTHORITY

HANG ON TO YOUR WEBBING!

DOCTOR OCTOPUS IS BACK!

EXCLUSIVE TO THE BUGLE! THE MYSTERIOUS MASKED SPIDER-MAN DEFEATED BY THE SUPER-POWERED KILLER KNOWN AS DR. OCTOPUS!

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THEY CALL THE DOCTOR... OCTOPUS!

A MARVEL MASTERWORK PRESENTATION BY: JOHN ROMITA (ART) AND GERRY CONWAY (SCRIPT)

YOU'VE INTERFERED WITH MY PLANS FOR THE *FINAL TIME,* FOOL--

YOU'VE LEARNED *TOO MUCH*-- YOU'VE LEARNED *TOO SOON*--

--AND BECAUSE OF YOUR MOST *UNFORTUNATE* CURIOSITY--

--YOU MUST DIE!

HOLY COW! IT'S *DOC OCK*-- *-UNNNH!-*

10222

EDITED BY ROY THOMAS • ART ASSISTS BY T. MORTELLARO & J. STARLIN • LETTERING: ARTIE SIMEK

FOR ONE PRECARIOUS **INSTANT,** THE STUNNED WEB-SLINGER PLUMMETS--THEN, TRAINED **REFLEXES** COME INTO PLAY, FINGERS **TIGHTEN** ON HIDDEN TRIGGERS-- WEBBING ARCS OUT--

--CATCHES--

AND THE WALL-CRAWLER **SWINGS!**

THAT'S RIGHT, SPIDER-MAN --**RUN!**

IT'S ALL YOU CAN **DO,** MY TACITURN **FOE**--

--AND EVEN IF YOU RUN UNTIL YOUR LAST BREATH IS **SPENT**--

--YOU'LL **NEVER** ESCAPE ME--

NOT **NOW**--

BOK-O!

--NOR EVER **AGAIN!**

BEG, SPIDER-MAN --BEG FOR THE MERCY YOU'LL NEVER **RECEIVE**--

PERHAPS **NOW** YOU'LL UNDERSTAND WHAT A TRUE **ENEMY** YOU'VE MADE--

--UNMERCIFUL--UNCOMPROMISING--AND ALWAYS--*UNRELENTING!*

STILL SO *WEAK*--CAN'T TAKE THIS FIGHTING, EVERYTHING'S MOVING SO *FAST*--!

GOTTA TRY'N CATCH MY BALANCE--LAND ON MY *FEET*--

--NO GOOD--FALLING TOO QUICKLY--ALL OF IT'S *SPINNING*--!

LOOSEN UP, SPIDEY--*LOOSEN UP!*

WHUNK!

*W*HIRLING FROM UNCARING HANDS, THE STRANGE MUSCLE-AMPLIFYING *HARNESS** SHOOTS AWAY THROUGH THE EARLY EVENING HAZE--

--*U*NSEEN BY ITS *CAPTOR*--

"CLINK!"

--*U*NNOTICED BY ITS APPARENT *CREATOR*--

* SPIDEY LIFTED IT FROM ONE OF THE GOOD DOCTOR'S HOOD-TYPE *HENCHMEN* LAST ISH, RIGHT? --ROY.

--*T*HE MAN THE *WORLD* KNOWS AS--*DOCTOR OCTOPUS!*

YOU ATTACKED MY *MEN*, SPIDER-MAN...INVOLVED YOURSELF IN MY *PRIVATE* OPERATIONS...

...INVOLVED YOURSELF AT A TIME WHEN I COULD BROACH *NO* INTERRUPTIONS...

...AND FOR *THAT*, DEAR FRIEND... THE MOST *RECENT* IN AN ENDLESS SERIES OF UN-THINKING *INFRACTIONS*...

...YOU MUST *PAY*...

...AND I SHALL *COLLECT* THAT PAYMENT...

...*WITH YOUR LIFE!*

YOU DANCE *WELL*, FOOL--BUT MERE *AGILITY* CAN NO LONGER AID YOU--

--THIS TIME, I'LL AFFORD YOU NO OPPORTUNITY TO USE YOUR FAMED TALENTS--

--AS YOU USED THEM AGAINST KARL-- DEFEATING HIM DESPITE HIS GREATLY AUGMENTED STRENGTH--

--THE STRENGTH I GRANTED HIM THROUGH THE BRILLIANCE OF MY UNPARALLELED MIND!

BUT ENOUGH OF THIS MEANINGLESS PRATTLE--

--ONLY ONE THING REMAINS BEFORE YOUR DEATH-- A PERSONAL FULFILLMENT--

--THE UNMASKING OF THE INFAMOUS SPIDER-MA--

WHAT--? THAT ACCURSED WEBBING-- BLINDING ME--

--BUT JUST FOR AN INSTANT, CRETINOUS CLOWN!

BLINDING ME, YES-- BUT ONLY THE MOST MONSTROUS OF IDIOTS WOULD ALLOW HIMSELF TO BE TRICKED TWICE BY THE SAME PLOY--

--AND SO I HAD MY GLASSES TREATED WITH A CHEMICAL ENZYME--

--A SOLVENT OF MY OWN INVENTION, WHICH--

--WHICH--?

PAUSING--FALTERING-- THE MAN KNOWN AS OCTOPUS STARES IN GROWING SILENCE AT THE EMPTY ROOFTOP CONFRONTING HIM--

--REALIZING ONLY SLOWLY THAT ONCE AGAIN-- PAINFULLY, ONCE AGAIN-- HE'S BEEN TRICKED--

TRICKED--BY THE SKY-FLYING HERO CALLED SPIDER-MAN!

C'MON, PARKER...PULL YOURSELF TOGETHER! SO YOU HAVEN'T HAD ANY SLEEP FOR THE PAST FEW DAYS...SO WHAT?

SINCE WHEN HAS A LITTLE LOSS OF SLEEP...EVER AFFECTED YOU? BUT MAYBE IT'S NOT JUST INSOMNIA...

...MAYBE IT'S ALL THE WORRYING YOU'VE BEING DOING ...FEARING FOR AUNT MAY, NOW THAT SHE'S RUN OFF BY HERSELF...

YEAH. IT'S BEEN SO HARD TO CONCENTRATE...

...EVEN BEFORE DOC OCK SHOWED UP TO MAKE MY LIFE EASIER.

HE'S STILL DOWN THERE...FUMING, WORKING HIMSELF INTO A REAL MAD.

CAN'T REALLY BLAME HIM...

...I'M NOT EXACTLY THE BEST LOSER IN THE WORLD MYSELF!

BUT I CAN'T LET HIS PROBLEMS BOTHER ME...

...I'LL HAVE ENOUGH OF MY OWN, WHEN PETER PARKER DELIVERS THIS FILM TO JONAH JAMESON...

DON'T THINK I GOT ENOUGH PHOTOS TO-- RNNNHHH!

GRITTING HIS TEETH AGAINST SUDDEN, FLARING PAIN, PETER PARKER SWAYS IN THE TWILIGHT BREEZE--AND BEFORE HE FULLY REALIZES HIS POSITION, HE BEGINS TO DOUBLE OVER--

--AND GROANING, FALLS!

AGAIN, THE REFLEXES SEIZE CONTROL--

--JUST BARELY--

--JUST BARELY.

GENTLY, WALL-CRAWLER... TAKE IT NICE'N EASY.

PAIN'S TEARING UP MY GUTS... WRENCHING ME AROUND INSIDE LIKE A TWISTING FIST...

...MAYBE I BETTER...GET SOMETHING SOLID UNDER ME...AND SOON!

MADE IT!

=UMMPH!= SOME CRAZY KINDA... CRAMPS...

ALMOST AS BAD AS THAT ENZYMIC REACTION I HAD A FEW WEEKS AGO...BEFORE THE X-MEN PULLED MY FAT OUT OF THE FIRE--!*

*MARVEL TEAM-UP #4, FOOTNOTE FOLLOWERS. -- ROY

...BUT THAT'S OVER... I'M SUPPOSED TO BE WELL, NOW...

...SO HOWCUM I FEEL...LIKE SOMETHING RUN OVER BY A TRUCK?

THAT'S ONE QUESTION WE CAN'T ANSWER JUST YET--'CAUSE IT'S TIME WE TEMPORARILY RETURNED TO A CERTAIN SPECTACLED SPIDER-HATER--

TRICKED!

OTTO OCTAVIUS-- VIRTUALLY MOCKED BY A COSTUMED IMBECILE--

--YET, NONETHELESS, AN UNCANNILY FORTUNATE IMBECILE--

--SAVED SOLELY BY MINDLESS CHANCE--

--CHANCE, WHICH REQUIRES MY IMMEDIATE RETURN TO MATTERS OF MORE PRESSING CONCERN!

YES, KARL-- WHAT IS IT?

IT'S BERNIE, DOC...HE SAYS HE FOUND THE SECRET HQ!

EXCELLENT. KEEP IN CONTACT-- I'LL BE THERE AS SOON AS POSSIBLE!

MINUTES LATER, AS THE SHADOWS LENGTHEN AND THE SUMMER AIR COOLS, FATE TAKES A HAND IN THE PROCEEDINGS...

...IN THE FORM OF ONE RANDY ROBERTSON, SON OF ROBBY ROBERTSON...

...ROBBY ROBERTSON...CITY EDITOR OF THE DAILY BUGLE... AND LONG-TIME FRIEND TO A BELEAGURED SPIDER-MAN...

...HEY, LADY... KNOW A GUY BY THE NAME OF ROBERTSON?

IF HE'S IN...YOU MIGHT TELL HIM HIS SON RANDY'S DROPPED BY TO SEE HIM.

NOTHING SPECIAL, Y'KNOW... JUST A FRIENDLY CHAT.

HE'S IN THE LIVING ROOM, RANDY.

TERRIFIC. HEY--AM I LATE FOR DINNER?

NOT REALLY, RANDY. WE'RE HAVING *ROAST BEEF*... JUST THE WAY YOU LIKE IT.

MOM, YOU'RE *OKAY.*

ANYBODY TELL YOU YOU'VE GOT YOURSELF A GOOD *LADY,* DAD?

I DO, SON... EVERY *DAY.*

YEAH. I *BELIEVE* IT.

NOW-- IF YOU'VE GOT A SECOND, TAKE A LOOK AT *THIS...*

...AND TELL ME... *AM* I CRAZY...OR IS THIS FOR *REAL?*

*ALL QUITE REAL, RANDY... AS ONE VERY **WEAK** PETER PARKER WOULD BE ALL TOO HAPPY TO **TESTIFY**...*

CAN'T STAY UP HERE ALL *NIGHT*... BUT I CAN HARDLY *MOVE*...

...THESE... *SPASMS*... THEY KEEP RETURNING, JUST WHEN I THINK THEY'RE *GONE*...

GOTTA DRAG MYSELF TOGETHER... TRY CRAWLING, TAKING MY *TIME*...

...MAYBE IF I GET HOME... GET SOME *SLEEP*.. I'LL FEEL BETTER IN THE MORNING...

...'CAUSE IF I *DON'T*...

...THIS *COULD* MEAN... *THE END OF SPIDER-MAN!*

*ELSEWHERE ON THE LOWER EAST SIDE, IN THE FORMER HEAD-QUARTERS OF THE CURRENTLY INCARCERATED **KINGPIN**, OTHER MINDS CONTEMPLATE SOMEWHAT **SIMILAR** THOUGHTS...*

PATIENCE... *PATIENCE.* I MUSTN'T ALLOW MY EAGER-NESS TO *CRUSH* THAT AGGRAVATING ARACHNID TO INTERFERE WITH MORE *CRUCIAL* OPERATIONS...

I'VE PLANNED THIS TAKE-OVER TOO LONG ...AND TOO *WELL*... TO FUMBLE IT *NOW.*

SPEAK UP, YOU FOOL... I CAN BARELY *HEAR* YOU!

WHAT'S THIS ABOUT A *NIGHTCLUB?*

SORRY, BOSS... DIDN'T MEAN TO **WHISPER.** GUESS IT'S JUST MY **NERVES.**

YEAH, IT'S A **NIGHTCLUB...** REAL SPIFFY JOINT OVER ON **SIXTIETH...**

I TRACED HIM WITH THAT **GADGET** YOU GAVE ME... AND HE'S **HERE,** ALL RIGHT.

I THINK WE'VE **GOT** 'IM THIS TIME, BOSS!

YOU'VE DONE **WELL,** BERNIE. THERE SHALL BE AN EXTRA **BONUS** IN THIS FOR YOU...

...I **PROMISE** YOU THAT, MY FRIEND.

THIS IS OCTOPUS... OVER...AND **OUT.**

YOU DID REAL **NICE,** BERNIE.

MISTER H. IS GONNA BE REAL **HAPPY** TO HEAR HOW NICE YA DID...

I--I DID WHAT YOU **ASKED** ME TO--

Y-YOU CAN'T JUST--JUST **SHOOT** ME!

WANNA **BET?**

KRAK!

Club Tour

IT'S ALL **SET,** RUFFIO. THE PIGEON SPILLED JUST WHAT WE **WANTED** HIM TO SPILL.

YOU TELL **MISTER H...** I'LL COVER THE **DOOR.**

YEAH, **RUFFIO...?**

HE TOOK THE **BAIT?** GREAT... THAT'S JUST **GREAT.**

SURE...YOU TELL TONY I'M REAL PROUD'A THE WAY HE **HANDLED** THINGS...

AFTER THE WAY THAT **OCTOPUS** CREEP SHOT UP OUR **NUMBERS PEOPLE** ON EIGHTH STREET, HE'S GONNA **DESERVE** THE LITTLE SURPRISE WE GOT READY FOR HIM...

LIKE THEY SAY, THERE AINT ROOM FOR **BOTH** OF US IN THIS TOWN...

...AND I AINT THE ONE WHO'S GONNA HAFTA *LEAVE!*

HEY, WALDO...GIMME ANOTHER ONE'A THEM *CHICKEN-LEGS*, WILLYA, BOY?

WELL? WHAT'D HE *SAY?*

SAID TO TELL YA HOW *PROUD* HE WAS...SAID WE DIDN'T HAVE NUTHIN' TO *WORRY* ABOUT...

ME, I'M NOT TOO *SURE...*

...ME. I'VE HEARD A LOTTA *STORIES* ABOUT THIS OCTOPUS GUY...

ME, I'M NOT TOO *HAPPY...*

...HE'S SUPPOSED TO BE PRETTY *BRIGHT*...NOT JUST YOUR AVERAGE *MUG*, Y'KNOW?

WHAT I MEAN IS, SUPPOSE HE *GUESSES* THIS IS A TRAP--WHAT HAPPENS *THEN*, TONY?

KRAKUK!

WHOMP!

THEN, MY FRIEND-- HE ATTACKS!

WAK!

IDIOTS! WHAT'DYA STAND SO CLOSE TO THE BLASTED DOOR FOR?

THE BOSS IS GONNA BE REAL MAD 'BOUT THIS--

--REAL MAD!

KTOW TAK TA KATAK!

TAKATAKATAK!

SLIGHTLY ANGRIER THAN YOU REALIZE, DOLT--

IF I WERE YOUR "BOSS" --I'D BE MOST DISPLEASED--

--BUT THEN, IF I WERE--I'D NEVER HAVE PLANNED A VENTURE SO FUTILE--

--OR HIRED MEN SO HOPELESSLY INCOMPETENT--

THOK!

--AS YOU.

AHHH...BUT I'VE LOST YOUR ATTENTION. HOW UNPARDONABLY CLUMSY OF ME.

YOU WILL ACCEPT MY APOLOGIES? NO...?

A PITY.

...I'M AFRAID THIS MEANS WAR.

LATER THAT MORNING, AS DAWN LIFTS QUESTING FINGERS OVER THE GRAY MANHATTAN SKYLINE, A VERY ILL GENT NAMED PETER PARKER MANAGES THE LAST FEW TREMBLING STEPS HOME...

...WHERE, DIZZILY, HE TRIES TO STRAIGHTEN, ONLY DISTANTLY AWARE OF THE VOICES MUTTERING IN THE ADJOINING ROOM...

ALMOST, HE GAINS CONTROL OF HIMSELF...

...AND THEN THE AGONY KNIFING THROUGH HIS MIDDLE BECOMES TOO GREAT...

...AND PETER PARKER... PASSES OUT!

HIS DREAMS, WHEN THEY COME, ARE TORTURED...NIGHTMARES BORN OUT OF FEVER AND FEAR, AND A ROOTED CONCERN FOR THE OLD WOMAN HE CALLS AUNT MAY...

...AUNT MAY, WHO DISAPPEARED TWO SHORT DAYS AGO, HURT AND CONFUSED...

...AUNT MAY, NAIVE AND IMPRACTICAL...WHO EVEN NOW MIGHT BE DYING, ALONE...

...ALONE...WHILE PETER PARKER PLAYS AT BEING THE HEROIC SPIDER-MAN!

NO, AUNT MAY--NO!

WON'T--LET IT BE THAT WAY--WON'T LET IT HAPPEN--

PROMISE YOU--PROMISE YOU--

--I'LL FIND YOU--NO MATTER WHAT--I'LL--FIND--YOU--

PETER, WAKE UP--PLEASE, PETER--

--YOU'VE BEEN HAVING A NIGHTMARE--AND IT'S OVER, NOW.

WHEN WE HEARD YOU MOANING, HARRY AND I REALIZED YOU WERE BACK--

ARE YOU ALL RIGHT?

GWENDY... YOU...?

I'VE BEEN WAITING HOURS FOR YOU, PETER... I WAS SO WORRIED ABOUT YOU, AND--

OH! HARRY ...YOU DID GET A DOCTOR...!

I LOOKED IN PETE'S PHONE DIRECTORY, AND--

DOCTOR BROMWELL!

DON'T LOOK SO *SHOCKED,* PETER... FAMILY DOCTORS *DO* MAKE HOUSECALLS, NOW AND THEN.

YOUR FRIENDS ARE RATHER *CONCERNED* FOR YOU, PETER... AND FROM THE LOOK OF YOU, I CAN SEE *WHY.*

Y-YOU *CAN?*

UM-HMM. THAT'S QUITE A NASTY *CUT* ON YOUR NOSE, SON.

BUT OBVIOUSLY, THAT'S *NOT* YOUR PROBLEM...

...SO IF YOU'LL REMOVE YOUR *SHIRT,* WE'LL FIND OUT WHAT *IS.*

MUST'VE PICKED UP THAT CUT FIGHTING *DOC OCK...*

...BUT I *CAN'T* LET DOCTOR BROMWELL KNOW THAT...

...ANY MORE THAN I CAN LET HIM SEE MY *COSTUME!*

MOVE *FAST,* PARKER-- *HURRY,* BEFORE--

=WHEW!=

NOW *THAT'S* CUTTING IT *CLOSE!*

I WANT YOU TO *RELAX,* PETER...YOU SEEM MUCH TOO *TENSE* FOR A BOY YOUR AGE...

...AND IT'S THAT *TENSION,* I THINK, WHICH IS THE *ROOT* OF YOUR CURRENT CONDITION...

MY CURRENT... *CONDITION?*

I HAVE MY *SUSPICIONS,* SON.

BREATHE *DEEPLY,* PLEASE...

SOON...

JUST AS I *THOUGHT,* MR. PARKER...YOU'RE EXHIBITING ALL THE SIGNS OF *NERVOUS EXHAUSTION.*

MISS STACY... WOULD YOU *STEP IN* HERE A MOMENT?

YES, DOCTOR?

I'D LIKE YOU TO *WATCH* THIS BOY... SEE THAT HE EATS NOTHING SPICY, NO PEPPERS, TOMATOES... *THAT* SORT OF THING.

UNTIL I SEE FURTHER TESTS, I WON'T BE *SURE...*

...BUT I THINK OUR MISTER PARKER HAS HIMSELF ONE DANDY LITTLE *DUODENAL ULCER!*

WHAT??

AN *ULCER...?* WELL... I GUESS IT WOULD *EXPLAIN* THE WAY HE'S BEEN ACTING LATELY.

I CAN HARDLY *BLAME* HIM... WORRYING ABOUT HIS *AUNT,* AND ALL THAT...

OH, PETER... YOU POOR *THING!*

I'LL TAKE CARE OF YOU, PETER ...I *PROMISE* I WILL!

...WHAT...?

HAVE THIS PRESCRIPTION FILLED AS SOON AS *POSSIBLE,* MR. OSBORN.

THREE TIMES A DAY BEFORE MEALS--

...WHAT...?

MAYBE IF I JUST CLOSE MY *EYES...?*

NO GOOD. WHO AM I *KIDDING,* ANYWAY? IT HAD TO HAPPEN, SOONER OR LATER...

YOUR BODY CAN ONLY TAKE SO MUCH *PRESSURE...*

...AND THEN SOMETHING *SNAPS...* AND *BAM...*

...YOU'RE ON A *MILK-AND-TOAST DIET* FOR THE REST OF YOUR TENSION-TORN *LIFE!*

GREAT.

SO NOW I'M A *BASKET-CASE,* RIGHT...?

WRONG. MUCH AS I'D LIKE THE REST, I CAN'T STOP *NOW...*

...FIRST I DELIVER THESE *PHOTOS* OF SPIDEY AND DOC OCK TO THE BUGLE'S DARLING *PUBLISHER...*

AND THEN I KEEP *SEARCHING* FOR *AUNT MAY!*

DAILY BUGLE

...DID THE BEST I *COULD,* MR. JAMESON...THE OTHERS CAME OUT *OVER-EXPOSED.*

I DON'T PAY YOU FOR *MIGHT-BE'S,* PARKER.

IF ALL YOU CAN GIVE ME ARE SHOTS OF THAT CONCEITED WALL-CRAWLER BATTLING A TRIO OF *PUNKS--*

WAITASECOND--

SPIDEY BATTLING *DOC OCK--* THAT'S MORE *LIKE* IT, PARKER!

WITH ANY *LUCK--* MAYBE WE'VE SEEN THE *LAST* OF THAT COSTUMED *MENACE!*

THE *LAST...?*

WHAT'S *WRONG* WITH YOU, PARKER? DON'T YOU READ THE *EARLY EDITIONS?*

ROBERTSON'S *KID* FOUND THIS LATE LAST NIGHT--

--AND UNLESS THEY'RE MAKING THESE THINGS MARKED WITH *BLOOD--*

--THAT, M'BOY, IS THE *REAL McCOY!*

MY *MASK--!* OH, NO... *NO!*

I'D HOPED TO *RETRIEVE* IT, SOMEHOW...I HAVEN'T GOT *TIME* TO SEW ANOTHER ONE...

MAYBE IF I--

SAY, PARKER? BETTY TOLD ME ABOUT YOUR *AUNT*--

PARKER--?

NED WANTS TO *HELP* YOU, PETER...

PLEASE LISTEN TO HIM!

NO OFFENSE MEANT, NED... BUT I'M KINDA *TIRED*...

THAT'S UP TO *YOU*, PETE--

MAYBE IF WE TALKED LATER... *TOMORROW*...?

--BUT FRANKLY, I THOUGHT YOU'D BE INTERESTED IN THIS *LEAD* I PICKED UP--

A *LEAD*?

THAT'S RIGHT, PETE! A DOMESTIC *EMPLOYMENT* AGENCY...

WHERE, LEEDS-- YOU'VE GOT TO TELL ME *WHERE*--!

TAKE IT *EASY*, PARKER.

IT'S ON THE *LOWER EAST SIDE*...

THANKS, NED... I WISH I COULD STAY, MAYBE EVEN *EXPLAIN*...

...BUT THERE'S NO *TIME*... NO TIME AT *ALL*!

WHAT'S *WITH* PARKER THESE DAYS, HONEY?

I DON'T *KNOW*, NED...

...PETER'S *ALWAYS* BEEN HIGH-STRUNG, EVER SINCE *HIGH-SCHOOL*...

EXIT

SOMETIMES...I *WORRY* FOR HIM.

SOMETIMES... HE SEEMS SO... SO *VULNERABLE* ...HE MAKES ME *AFRAID*.

*WHAT WOULD BETTY LEEDS SAY, IF SHE SAW PETER PARKER **NOW**...? WOULD SHE **RECOGNIZE** THE BLUE-AND-SCARLET FORM SWINGING HIGH OVER MANHATTAN'S MIDTOWN AREA...?*

*OR WOULD SHE TURN AWAY... AND CLOSE HER EYES TO THE LOOK OF GRIM **DETERMINATION** MARRING PETER'S YOUTHFUL FEATURES...*

*...DETERMINATION WHICH LEADS HIM TO A DARKENED **COSTUME** SHOP...*

...AND A MINOR ACT OF... "BORROWING"...

SO MUCH FOR THE BEST-DRESSED *HERO* LIST, PETEY, OLD BOY...

LOOKS LIKE THOR'LL TAKE IT *AGAIN.*

BUT WHAT AM I COMPLAINING ABOUT? ASIDE FROM THE SMALL MATTER OF *BREATHING*, THIS MASK IS AS GOOD AS MY *OLD* ONE--

--AMAZING WHAT THEY CAN DO WITH *CELLOPHANE* THESE DAYS--!

WITH *MY* LUCK, I'LL PROBABLY BREAK OUT IN A *RASH--*

RASH, HECK-- I'LL GET *HIVES.*

SAY--WAIT ONE *MINUTE!* THAT ADDRESS NED GAVE ME--

IT'S DOWN ON *NINTH* STREET--

--ONLY A *BLOCK* FROM WHERE I BUSTED UP THAT GANG BATTLE--BEFORE MY LITTLE *RUN-IN* WITH DOCK OCK--!

MAYBE IT'S JUST A *COINCIDENCE--* AND MAYBE I'M JUST A TOUCH *PARANOID--*

--BUT COULD THERE BE SOME SORT OF *CONNECTION* BETWEEN AUNT MAY, AND--?

NAH. STILL-- IT *IS* STRANGE--

UMMPHH--! THOSE CRAMPS-- THEY'RE *BACK!*

GOTTA *REST* A MOMENT--LET MY MUSCLES *LOOSEN UP,* BEFORE THEY TIE THEMSELVES IN *KNOTS--!*

OHHHHHHH... WOW.

NOW MY *HEAD'S* STARTED SPINNING...

MAYBE I *SHOULD* HAVE GOTTEN SOME SLEEP, AFTER ALL...

...JUST A *LITTLE...* FOUR, MAYBE FIVE *YEARS...!*

WAIT... I'M NOT JUST FEELING *FAINT...* SOMETHING ELSE... MY *SPIDER-SENSE,* WARNING ME...

YOU AGAIN!

DON'T YOU *EVER* GET TIRED, OCTOPUS? OR ARE YOU SOME SORTA *HEALTH-FOOD NUT?*

WHUNK!

I LET YOU ESCAPE ONCE *BEFORE,* FOOL--

--NOW I SHALL NOT BE SO *MERCIFUL!*

YOU, MERCIFUL? ISN'T THAT A BIT LIKE *HUMPHREY* BEING *QUIET?*

BESIDES--YOU'VE GOT YOUR FACTS A BIT *CONFUSED,* OCKIE--

YOU DIDN'T LET ME *GO--*

--I *GOT!*

WORDS, *WORDS!* I'VE NO MORE PATIENCE FOR *RHETORIC,* CLOWN--

--MY OPERATIONS HERE COME TO *FRUITION,* EVEN AS WE SPEAK--

KRAK!

--MY PRIME *OPPONENT* MOVES STEADILY NEARER THE *TRAP* I'VE SET FOR HIM--

--AND I GROW *WEARY* OF YOUR CEASELESS *INTERRUPTIONS!*

HE DOESN'T REALIZE HOW *WEAK* I AM...

...EH?

THAT LAST *BLOW* OF HIS ALMOST WIPED ME *OUT*...

...SO MAYBE IT'S TIME FOR SPIDEY TO USE HIS FABLED *SENSE*...

...AND TRY FOR A BIT OF *BRAIN* OVER *BRAWN!*

GONE...?

I WOULDN'T HAVE CREDITED THAT CLOWN WITH ENOUGH *INTELLIGENCE* FOR A TIMELY RETREAT...

...UNLESS...

OF *COURSE!* OUR PREVIOUS BATTLE MUST HAVE *INJURED* HIM IN SOME WAY--

SO NOW-- IT ONLY REMAINS-- *TO FINISH HIM OFF!*

YOU'VE *GOT* IT, OCKIE--

--JUST DON'T PAT YOURSELF *TOO* HARD--

I'M WEAK FROM A LATENT *ULCER*--THREE NIGHTS WITHOUT *SLEEP*--

--AND MAYBE-- *ONLY MAYBE*--

--FROM THE TANGLE WE HAD *LAST NIGHT!*

FUNNY-- IT'S--A BIT-- *IRONIC*--

--BUT *THAT* FIGHT-- IS JUST WHAT'S GONNA--HELP ME WIN *THIS* ONE--

--*IF* I DON'T LOSE --MY BLASTED *GRIP* FIRST!

HANG--

--IN--

--THERE--

--*HERO!*

YOU'RE A GREATER FOOL THAN I'D *IMAGINED*, SPIDER-MAN...

...ONLY A *TOTAL CRETIN* WOULD PLAY GAMES OF *HIDE AND SEEK*...

...ESPECIALLY IN A MATTER OF *LIFE* AND--

DEAAAAAATH!

WHOMP!

Y'KNOW SOMETHING, DOC--*YOU* ***TALK*** *TOO MUCH!*

THE *HARNESS!*

GOOD LORD-- I SHOULD HAVE *RECOGNIZED* THIS BUILDING--!

--AND WHEN I *REMEMBERED* THAT--

--I JUST *KNEW* IT'D COME IN *HANDY!*

CRUNCH!

YEP, OCKIE-- IT'S *OLD* ***HOME*** WEEK--

THIS IS THE PLACE WHERE WE TRADED *PUNCHES,* REMEMBER--?

--THE PLACE WHERE I DROPPED THIS FANCY *EXO-SKELETON* OF YOURS--

TURNABOUT IS *FAIR* ***PLAY,*** EH, MY FRIEND?

VERY ***WELL,*** FOOL--WE'LL SEE HOW WELL YOU ***PERFORM***--USING ***MY*** EQUIPMENT ***AGAINST*** ME!

YEAH, DOC--MAYBE YOU'VE HAD MORE *TRAINING,* USING THOSE MECHANICAL *TENTACLES* OF YOURS--

--BUT WHEN IT COMES RIGHT *DOWN* TO IT--

--SOME GUYS ARE *BORN* FIGHTERS--

BOK!

--AND EVEN THOUGH THE *IDEA* OF IT TENDS TO MAKE ME A LITTLE *SICK*--

--I'VE GOT THE STRANGEST FEELING-- *THAT SPIDEY'S ONE OF THOSE GUYS!*

I'VE ALSO GOT THE FEELING I CAN'T *LAST*--

MASK MAKES IT HARD TO *BREATHE*-- GOTTA END THIS WITH *ONE PUNCH*--

NOW!

SHOCK!

WOW.

I DID IT... I REALLY *DID* IT. NEVER REALIZED HOW MUCH SOMETHING LIKE THIS COULD *MEAN* TO ME...

...KNOWING THAT... EVEN *SICK*... I CAN STILL TAKE A GUY LIKE *OCK.*

FUNNY *THING,* TOO...

...THIS HARNESS RAN OUTTA POWER... *FIVE MINUTES AGO!*

NOW, IF THIS WERE YOUR AVERAGE COMIC MAG, THINGS WOULD BE JUST ABOUT OVER--BUT IT ISN'T, AND SPIDEY'S JUST NOT YOUR AVERAGE, RUN O' THE MILL HERO, EITHER--

AND SO--

OH, NO... MY SPIDER-SENSE... IT'S TINGLING AGAIN!

THERE'S SOMEBODY BEHIND ME... WATCHING ME...

...WHO....?

I'M JUST A FELLA WHO WANTS TO THANK YOU MASKED MAN--

--YOU'VE DONE A REAL GOOD JOB, GETTING RIDDA MY WORST COMPETITION!

WITHOUT DOC OCK, THIS CITY IS WIDE OPEN--JUST ITCHING FOR SOMEBODY TO COME ALONG AN' TAKE WHAT HE CAN--

AND IN CASE YOU AINT GUESSED YET, LITTLE MAN--

--THAT SOMEBODY IS HAMMERHEAD!

OBOY.

TO BE CONTINUED!
(YOU EXPECTED A HAPPY ENDING, MAYBE?)

SPIDER MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

APPROVED BY THE COMICS CODE AUTHORITY

THE CITY'S BLOWN WIDE OPEN BY A GANG WAR!

AND THE MAN IN THE MIDDLE IS-- ME!

WATCH OUT, SPIDEY! NEITHER YOU NOR DOC OCK EVER FACED A FOE LIKE--

HAMMERHEAD!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN!™

"GANG WAR, SHMANG WAR! WHAT I WANT TO KNOW IS...WHO THE HECK IS

HAMMERHEAD?"

SOME DAYS IT JUST DOESN'T PAY TO GET OUT OF BED!

ART + SCRIPT by: JOHN ROMITA AND GERRY CONWAY

DON'T SMOK

KTOW

THIK!

SPTANG!

SURE, WE KNOW: WHAT'S GOING ON HERE, RIGHT? IF YOU'D READ OUR LAST ISSUE, YOU WOULDN'T NEED TO ASK-- SO SUPPOSE WE JUST FILL YOU IN AS WE GO ALONG, OKAY?

OKAY.

f0132

EDITED BY: ROY THOMAS • ART ASSISTS BY: T. MORTELLARO & J. STARLIN • LETTERED BY: ARTIE SIMEK

JUST WHEN DOCTOR OCTOPUS GOES DOWN FOR THE COUNT--YOU GUYS HAVE TO SHOW UP TO PLAY "GODFATHER"!

WELL, I DON'T WANT TO SEEM ANTI-SOCIAL, FELLAS, BUT FRANKLY--

TAKA-TAKA-TAKA-

--I'VE HAD IT!

THUMP!

SO IF YOU'LL EXCUSE ME, "HAMMERMOUTH"--OR WHATEVER YOUR NAME IS--

--SPIDEY'S TAKING A LITTLE VACATION--

PRONTO!

YOU MASKED CREEP--

NOBODY DOES THAT TO HAMMERHEAD, Y'HEAR ME? NOBODY!

--AN' I WANT IT NOW!

BENNIE--WALDO--I WANT THAT COSTUMED CLOWN'S HIDE--

SURE, BOSS. NO SWEAT.

TUT-TUT, HANDSOME--BITE YOUR TONGUE.

SOMEONE IN YOUR CONDITION SURE ISN'T IN A POSITION TO MAKE PROMISES ABOUT PERSPIRATION.

WALDO--BOSS--LOOK OUT!

YEEEOOW!

SHUSH, BENNIE--YOU'LL START A RIOT.

YOU'RE A LOTTA LAUGHS, AREN'T YOU, BIG MAN?

LET'S SEE HOW WISE YOU CRACK WHEN YOU'RE AS FULLA HOLES AS A CRUMMY SWISS CHEESE!

KTING!

OOPS--CAREFUL, CHUCKLES--

--YOU GO AROUND FOOLING WITH TOYS LIKE *THAT*--

--YOU'RE LIABLE TO *HURT* A FELLA--KNOW WHAT I *MEAN*?

HEY--YOU CATCH ON PRETTY *QUICK*, DON'TCHA, PAL?

MISTER, YOU MUST THINK YOU'RE PRETTY *TOUGH*--

WHIPPCHUNK!

YOU JUST TOOK OUT TWO OF MY *BEST MEN*--BOYS WHO'VE BEEN WITH ME FOR *THREE YEARS*.

IT WAS JUST A MATTER OF *BUSINESS* BEFORE--BUT FRIEND, YOU JUST MADE IT *PERSONAL*!

YOU GOT ANY *GUTS*-- NOW'S YOUR CHANCE TO *SHOW 'EM*!

I HATE TO *DO* THIS, CURLY--

WHACK!

--BUT I'VE GOT *THINGS* TO DO--AND YOU'RE NOT LEAVING ME MUCH =CHOICEEEE*EEYOW*!=

MY HAND! EVEN WITH MY POWER HEIGHTENED BY DOC OCK'S *HARNESS*-- THAT FELT LIKE I SLAMMED INTO A *BRICK WALL*!

HOW--?

NOW YOU KNOW *WHY* THEY CALL ME *HAMMERHEAD*, FELLA...

THE "*HOW*" IS *MY* SECRET... ONE I'M GONNA *KEEP*, EVEN IF YOU *ARE* GONNA DIE...

GUESS I'M JUST NOT YOUR AVERAGE BOASTFUL *VILLAIN*, WEB-SPINNER!

THAT'S IT, YOU FOOL... KEEP *TALKING*...

YOU'RE JUST GIVING ME *TIME* TO DO...

...THIS!

UNDER MORE *PLEASANT* CIRCUMSTANCES, I MIGHT *AID* YOU IN KILLING HIM, HAMMERHEAD--

--BUT FOR NOW, WE'RE *MORTAL ENEMIES*, YOU AND I--AND *OTTO OCTAVIUS* FINDS HIMSELF IN THE UNENVIABLE POSITION OF NEEDING AN UNWITTING *ALLY*--

--EVEN SUCH AN ALLY AS-- *SPIDER-MAN!*

OCTOPUS--YOU *FOOL!* YOU SPOILED MY AIM--SO I JUST *GRAZED* HIM--!

:UNNNH!:

PRECISELY MY *PLAN*, DEAR ADVERSARY.

EVERY SETBACK TO *YOU*-- IS A VICTORY FOR *ME!*

YOU *HOPE*, PAL! I'M GONNA *DESTROY* YOU, OCTAVIUS--

AND YOU *MIGHT*, MY ARROGANT ADVERSARY--FOR THOUGH WE *BOTH* CRAVE TO BE UNRIVALED *GANG-BOSS* OF MANHATTAN--

I'M GONNA WIPE YOU *OUT!*

--*YOUR* MEN ARE INFINITELY BETTER SUITED TO *AID* YOU IN YOUR AMBITION--

BUDDA BUDDA BUDDA BUDDA

--MEN SUCH AS THE GUNSELS IN THIS *CAR*-- ALREADY MOVING TO THE *ATTACK*--

MEN AT WORK

--AN ATTACK THAT SHALL PROVE BOTH *FUTILE*--

--AND-- UNAVOIDABLY *FATAL!*

CRASH!

SO...THE WAR BEGINS IN *EARNEST*, AND NOT EVEN *I* CAN KNOW WHAT DIRECTION THE BATTLE WILL TAKE...

...WHETHER, IN THE FINAL MOMENTS, DOCTOR OCTOPUS WILL *TRIUMPH*, CLAIMING THE CITY AS HIS *OWN*...

...OF WHETHER HE WILL *FAIL*...AND IN THAT FAILURE...

...FIND THE BITTER DEFEAT... *OF DEATH!*

WHOMP

*FROWNING, LOST IN THOUGHT, THE TENTACLED DOCTOR OCTOPUS MAKES A SPEEDY **EXIT**--WHILE, ON THE ROOFTOP ABOVE, COLD EYES SLOWLY **NARROW**...*

THAT *CUTS* IT, BUSTER.

THE KID GAMES ARE *OVER*. FROM NOW ON, HAMMERHEAD PLAYS FOR *KEEPS!*

WALDO, BENNIE... WE GOT A SMALL CHANGE IN *PLANS*.

A *CHANGE*, BOSS? WHADDAYA MEAN?

DUMMY, ISN'T IT *OBVIOUS*?

QUITE OBVIOUS, BENNIE...

OCTOPUS WANTED THIS CREEP *ALIVE*...WANTED TO USE HIM *AGAINST* US.

WELL, BOYS--*TWO* CAN PLAY AT THAT GAME.

--AND ONLY *ONE* OF US IS GONNA *WIN*.

*DISTANTLY, THE GANG LEADER'S WORDS SEEM TO **ECHO** THROUGH THE HAZE FILLING OUR HERO'S BARELY-CONSCIOUS MIND--TO ECHO AND FADE--LOST AMID THE SWELLING **DREAMS**--*

THE VISIONS COME UNEASILY TO THE STUNNED WALL-CRAWLER--IMAGES OF HIS AUNT, MAY PARKER--OF THE NOTE HE DISCOVERED IN HER DESERTED APARTMENT--

--THE NOTE, ADDRESSED TO HIM--

For Peter

--EXPLAINING HER REASONS FOR LEAVING, HER FEAR THAT SHE'D BEEN TOO CLOYING, TOO MATERNAL--!

THE VISIONS COME RAPIDLY, UNMERCIFULLY --AND WITH THEM COME SILENT ACCUSATIONS--

WHY DID HE ALLOW HIMSELF TO BECOME INVOLVED WITH TWO RIVAL GANGS--

--GANGS LED BY THE MYSTERIOUS HAMMERHEAD--

--AND THE MAD GENIUS, OTTO OCTAVIUS--

WHY, WHEN HE SHOULD BE SEARCHING FOR HIS AUNT? WHEN SHE COULD BE HURT--LOST--DYING?

WHY? WHY? WHY?

BUT THE QUESTIONS FIND NO ANSWER...

IN TIME, THEY ONLY FADE.

OKAY, BUB --ON YER FEET.

THE BOSS WANTSTA TALK WITH YA, AND HE DON'T LIKE TO BE KEPT WAITIN', SEE?

CAN'TCHA SEE HE'S SICK?

AW, GIVE THE GUY A CHANCE, PORKY.

SHUT UP, MYRNA.

HE'S HAD ALL THE TIME HE'S GONNA GET.

Y'KNOW SOMETHING, CHUCKLES? YOU'RE ALL HEART.

HOW LONG HAVE I BEEN OUT, ANYWAY? FEELS LIKE...MONTHS....!

AW, HONEY--HE'S REALLY SWEET. PROMISE YOU WON'T HURT HIM MUCH, HMMM?

SHUT UP, MYRNA.

CRIPES, SOMETIMES YOU REALLY GIVE ME A PAIN.

JUST ONE BIG HAPPY FAMILY, HUH?

TERRIFIC.

YOU, TOO, WEBHEAD! I WANT YOUR SARCASM, I'LL ASK FOR IT.

NOW GET UP--I WANNA LOOK YOU IN THE EYE WHEN I'M SPEAKIN'.

YOU KNOW HOW I HATE THESE "CONFERENCES", BABY.

IF IT'S OKAY WITH YOU, I'M GOING FOR A WALK.

MAYBE YOU'RE GETTIN' THE GENERAL IDEA, PAL.

EITHER YOU DO LIKE I SAY-- AND JOIN UP WITH ME'N THE BOYS--

--OR MISTER--YOU'RE ONE DEAD WALL-CRAWLER--

--AND THAT'S NO THREAT--IT'S A PROMISE!

BIG WORDS, LITTLE MAN.

WHY SHOULD I TRUST A GOON WHO NEEDS A GUN TO BE TOUGH?

SO *THAT'S* THE WAY YOU THINK IT IS, EH, PUNK?

PORKY--SHOW HIM JUST HOW ***MUCH*** I NEED A GUN!

SURE, BOSS--

NO *PROBLEM.*

WHACK!

TAKE A LOOK, FRIEND... TAKE A ***GOOD*** LOOK.

NOT A SCRATCH, NOT A HAIR ***MUSSED.***

I DON'T ***PLAY*** TOUGH, BRIGHT EYES...

...I ***AM*** TOUGH!

OKAY, YOU'VE BEEN PRETTY ***PATIENT*** SO FAR, READER--AND MAYBE WE HAVEN'T BEEN ***QUITE*** AS FAIR AS WE COULD BE! WHO ***IS*** THE MAN WHO CALLS HIMSELF HAMMERHEAD--WHERE DOES HE ***COME*** FROM--WHAT DOES HE ***WANT***--AND MAYBE THE MOST ***IMPORTANT*** QUESTION--

WHAT CAREFULLY-CONCEALED ***SECRET*** MAKES HIM ONE OF THE MOST POWERFUL VILLAINS OF ***ALL?***

FOR THE ANSWER TO THESE QUESTIONS--AN ANSWER WHICH APPLIES TO ***EACH***--WE MUST TURN OUR MENTAL EYE ***BACK-WARD,*** TO A DAY NOT MANY YEARS AGO, ON A SHADOWED SIDE-STREET IN THE SECTION OF MANHATTAN KNOWN AS ***THE BOWERY***--

THE BOWERY--WHERE MANY LIVES ***END***--

--AND ***ONE*** LIFE--NOW ***BEGINS!***

THE OLD MAN'S NAME WAS **HARROW:** JONAS HARROW, A FORMER **SURGEON,** DISCREDITED FOR QUITE **TRADITIONAL** REASONS INVOLVING CERTAIN UNHAPPY...**EXPERIMENTS...**

The AL CAPONE MOB

AS FOR THE GUNMAN HE **DISCOVERED** IN THAT LONELY ALLEYWAY, BEATEN AND DISFIGURED, DELIRIOUS WITH **PAIN...**

...**HIS** NAME IS **GONE,** LOST WITH SO MANY **OTHER** THINGS IN THAT WOUNDED **BRAIN...**

...THE BRAIN JONAS HARROW SOUGHT TO **REPAIR,** RECOGNIZING ONE LAST, DESPERATE CHANCE TO **REDEEM** HIS LOST REPUTATION...

...AS WELL AS TO SAVE A QUICKLY-FADING **LIFE.**

FOR THREE DAYS, JONAS HARROW LABORED, REPLACING SHATTERED BONE WITH UNBENDABLE **STEEL ALLOY...**

...AND FOR THREE DAYS, THE NAMELESS PATIENT **DREAMED,** HIS MIND FILLED WITH IMAGES FROM THE **MOVIE-POSTER** HE'D GLIMPSED IN HIS **LAST CONSCIOUS MOMENT...**

NEITHER HARROW NOR THE MAN WHOSE LIFE HE'D SAVED EVER LEARNED THE GUNMAN'S TRUE **IDENTITY**--OR WHY HE WAS BEATEN AND LEFT TO **DIE**--

IT NO LONGER **MATTERED.**

THAT MAN WAS **DEAD**--ONLY A HAUNTED **"HAMMERHEAD"** SURVIVED.

WELL, BUSTER? ARE YOU IN OR **NOT?**

TAKE YOUR *TIME...*

IT *COULD* BE THE LAST THING YOU EVER **SAY!**

STALL, SPIDEY... ***STALL!*** YOU'RE STILL WEAK... ***DIZZY*** FROM THAT SCALP WOUND...

LIKE IT OR NOT... YOUR WHOLE ***LIFE*** DEPENDS ON IT!

SO STALL, MR. PARKER... ***STALL!***

AND WHILE OUR HARRIED HERO GAMBLES FOR PRECIOUS MOMENTS, WE'LL TURN OUR ATTENTION **ELSEWHERE**, TO THE NORMALLY-SEDATE COUNTY OF WESTCHESTER, A GABLED HOUSE OVERLOOKING THE **HUDSON SHORE**--

--AND THE ALL-TOO FAMILIAR FIGURE OF A SURREPTITIOUS **DOC OCK!**

THAT'S *HIM*, ERNIE.

LOOKS LIKE OUR TAIL *PAID OFF!*

KEEP YOUR *EYE* ON HIM, BERT. I'LL CALL THE BOSS.

LAY YOU FIVE TO ONE THERE'S A *BONUS* IN THIS FOR US, ERNIE.

HAMMER-HEAD'S A HARD MAN--BUT A *FAIR* ONE.

BREEEBREEP!

I'LL GET IT, BOSS.

DO THAT, BENNIE.

I'VE GOT A FEELING OUR PAL HERE NEEDS A LITTLE *COAXING*--

--AN' THAT'S SOMETHING I WANT TO HANDLE *MYSELF!*

HEY, HAMMERHEAD--MAYBE YOU WANNA HEAR THIS *FIRST-HAND.*

IT'S *ERNIE*--SOUNDS LIKE THE TAIL WE PUT ON OCTOPUS WORKED OUT REAL *GOOD.*

YOU GOT YOURSELF A FEW MORE *MINUTES,* SPIDER-MAN.

USE 'EM TO THINK *BRIGHT THOUGHTS.*

I'LL *TRY,* HANDSOME.

I CAN FEEL MY STRENGTH *RETURN-ING*... JUST ANOTHER FEW *SECONDS...!*

FROWNING, HIS EYES NARROWING WITH CONCENTRATION, THE CRIME-LORD LISTENS--AND SO DOES HIS UNWILLING GUEST, SPIDER-SENSES SHARPENING HIS ALREADY KEEN HEARING--

...WESTCHESTER. GOT HIMSELF A REAL LITTLE PALACE, JUST HIM AND SOME OLD BROAD.

NO GUARDS, EH? A REAL SET-UP! YOU'N BERT STAY ON THE SPOT...

I'LL BE UP THERE IN THIRTY MINUTES FLAT.

"AN OLD BROAD"? COULD IT BE--COULD IT POSSIBLY BE AUNT MAY?

SHE KNOWS HIM--HE BOARDED AT OUR HOUSE AS OTTO OCTAVIUS*--

*RIGHT AFTER PETER MOVED OUT, IN ISSUE #54.--ROY.

--BUT SHE NEVER REALIZED, NEVER UNDERSTOOD WHAT KIND OF A MAN OCTOPUS REALLY IS!

HAS HE KIDNAPPED HER--AND IF HE HAS--DOES THAT MEAN HE'S UNCOVERED SPIDER-MAN'S TRUE IDENTITY?

IF ONLY I COULD KNOW--BE SURE WHAT TO DO--!

PORKY, TELL JIMMY TO START THE CAR.

WE'VE GOT THINGS TO DO.

ONCE THE KINGPIN GOT HIMSELF PINCHED IN LAS VEGAS, THIS TOWN WAS WIDE-OPEN--JUST WAITIN' FOR ANYONE TO COME ALONG AND GRAB THE CHIPS!

IF IT HADN'T BEEN FOR THAT MEDDLIN' OCTOPUS CHARACTER, I'D BE THE BOSS IN THIS BURG.

HE'S GONNA BE SORRY HE EVER CROSSED HAMMER-HEAD--

GOOD AND SORRY--!

LOOK, AH, FRIEND--I'VE BEEN THINKING ABOUT THAT OFFER OF YOURS--

--AND IF THE PROPOSAL STILL STANDS, I'D LIKE TO--

HANDS OFF, CREEP!

MAYBE YOU MEAN IT--AND MAYBE YOU DON'T. RIGHT NOW, I HAVEN'T GOT THE TIME TO FIGURE IT OUT--

--AND EVEN IF I DECIDE YOU'RE SERIOUS, THERE'S ONE THING YOU'RE GONNA HAVE TO LEARN--

NOBODY TOUCHES HAMMERHEAD, Y'HEAR? NOBODY!

WHAT'RE WE GONNA *DO* WITH HIM, BOSS?

IF YA *WANT*, ME AN' BENNIE COULD TAKE HIM DOWN TO THE *BACK ALLEY*--

NAH...FOR ALL *WE* KNOW, WEBHEAD HERE COULD BE OUR--WHADDYA CALLIT-- *ACE-IN-THE-HOLE.*

HE'LL *STAY.* WHEN I GET BACK FROM UPSTATE, HIM 'N ME'LL HAVE A NICE FRIENDLY *CONVERSATION.*

NOW *WATCH OUT*--

--I'M *ROTATIN'* THIS THING AROUND TO *POSITION THREE.*

WHIRRRRRRRRRR

CRIPES, BOSS-- THE GUY WHAT *BUILT* THIS PLACE SURE HAD WEIRD IDEAS ABOUT *DECORATING!*

YOU *SAID* IT, PAL. ACCORDING TO MY *SPIDER-SENSE*, THIS ENTIRE OFFICE IS A *TURN-TABLE*--

EACH POSITION ALLOWS THE SINGLE WINDOW TO OVERLOOK A DIFFERENT *AREA!*

IT'S--IT'S *INCREDIBLE!*

JIMMY, CALL HARVEY DOWN FROM THE *ROOF.*

I WANT BOTH OF YOU WITH ME WHEN WE PAY OUR LITTLE *VISIT.*

BENNIE-- YOU'N PORKY TAKE *GOOD CARE* OF OUR BOARDER.

AND NO SLIP-UPS... *UNDERSTAND?*

YEAH--*THEY* UNDERSTAND, HAMMERHEAD--AND SO DO *I*.

HOW DO I GET MYSELF *OUT* OF THIS MESS? I'M STILL SO *WEAK*--AND EVERY TIME I START TO *WORRY*--

--MY *ULCER* TIGHTENS UP--LIKE A *STEEL CLAW!*

GOT PROBLEMS, KID? YOU AINT SEEN *NUTHIN'* YET.

HEY, BENNIE--TAKE A *LOOK* AT THAT GUY. I CAN'T PUT MY FINGER ON IT, BUT--

YEAH, I KNOW WHAT YOU MEAN, NOW THAT YA *MENTION* IT.

SUMTHIN' ABOUT HIS *FACE*, PORKY...

BUT BEFORE WE LET BENNIE'S SPECULATION CARRY US *TOO* FAR, LET'S LOOK TO A FAMILIAR *CAMPUS*...AND A WORRIED *FRIEND* OF MISTER PARKER CALLED...

GWEN! GWEN *STACY!*

SLOW DOWN, GIRL...I WANT TO *TALK* WITH YOU, IF YOU HAVE A FEW MOMENTS.

IT'S ABOUT *PETER*, ISN'T IT, PROFESSOR WARREN?

WHY, YES. I'M QUITE *CONCERNED*...

HE HASN'T BEEN IN *CLASS* FOR ALMOST A WEEK. AND THIS *RUMOR*...

...ABOUT HIS *AUNT*? IT'S *TRUE*, PROFESSOR.

AND IN A WAY... IT'S *MY FAULT* THAT SHE'S RUN AWAY...!

YOU SEE, I TOLD HER SHE WAS BEING TOO *MATERNAL* WITH PETE...

...TOO PROTECTIVE, TOO *OVERBEARING*. APPARENTLY SHE... TOOK IT TO *HEART*...!

NOW, GWEN... YOU *MUSTN'T* BLAME YOURSELF...

OH, *MUSTN'T* I, PROFESSOR? IF I DON'T...WHO *DO* I BLAME?

PETER'S POOR SWEET AUNT MAY? OR PETER *HIMSELF*? NO...I HAVE TO *FACE* THE TRUTH...

I DROVE AUNT MAY AWAY... AND I ONLY PRAY THAT PETER CAN EVER *FORGIVE* ME!

HEY, *BEAUTIFUL*--

WHY SO *GRIM*? FROWNS MAKE THAT PRETTY FACE LOOK MIGHTY *SAD*!

C'MON AND TELL OL' FLASH ALL *ABOUT* IT, BABY.

I-I'D RATHER NOT *SAY,* FLASH.

TOO BAD, GWENDY... SEEMS LIKE IT SHOULD BE A *FASCINATING* STORY.

HEY--I WAS JUST OVER AT *HARRY OSBORN'S* PAD, BORROWING HIS WHEELS--

HE TOLD ME ALL ABOUT PARKER'S *ULCER*-- WHAT A *LAUGH!*

MISTER THOMPSON-- THAT'S THE *LAST STRAW!*

YOU'VE BEEN PICKING ON PETER FOR *YEARS*--I'D HOPED THAT BEING IN THE ARMY HAD TAUGHT YOU SOMETHING ABOUT *MATURITY*--

BUT *NO!* YOU'RE *STILL* NOTHING BUT AN OVER-GROWN *CHILD!*

PETER'S ONE OF THE NICEST, *SWEETEST* MEN IN THE WORLD--

--AND *ONE* OF HIM MAKES *TWELVE* OF YOU!

YOU PROMISED ME YOU WOULDN'T *JOKE* ABOUT HIM ANYMORE--

YOU SHOULD LEARN TO *KEEP* YOUR PROMISES!

GWEN, I--

OH, *BEANS!*

--YEAH, BENNIE--SOMETHING ABOUT HIS *MASK.*

NOW I GOT IT! IN ALL THOSE *PHOTOS* OF THE GUY, HIS *EYES* DON'T SHOW--

--BUT THERE HE IS, PLAIN AS *DAY*--TWO BIG BABY-BLUES, BLINKIN' AT US LIKE *SAUCERS.*

PORKY, I *LOVE* YOU--YOU'VE JUST GIVEN ME MY *OUT.*

IF OCTOPUS HADN'T *STOLEN* MY REAL MASK, THEN LOST IT--FORCING ME TO "BORROW" THIS FROM A *COSTUME SHOP**--

--I MIGHT HAVE BEEN TRAPPED HERE FOR *HOURS!*

WELL, GUYS--I CAN *EXPLAIN* ABOUT THAT.

IF YOU'LL LOOK REAL *CLOSE*--YOU'LL SEE TWO TINY *MASKS*--

MASKS?

**LAST ISH. --ROY.*

WOULDJA BELIEVE *DECOYS?*

ZLITT!

HIS WEBBING-- *LOOK OUT!*

ZIPPPP

YOU KNOW SOMETHING, PORKY-- YOU'RE A PRETTY PERCEPTIVE GUY--

--FOR A *CROOK!*

FIRE, BENNIE-- KEEP *FIRIN'!*

SWEEP THE *ROOM*--YOU'RE BOUND TO HIT *SUMTHIN'!*

OF COURSE, YOU *DO* HAVE CERTAIN ANTI-SOCIAL *TENDANCIES*--

KTINGKPWH

SURE YOU'LL HIT SOMETHING, PORKY--

THE WALLS--PIECES OF *FURNITURE*-- MAYBE A *BOTTLE* OR TWO--

--BUT BUDDY-- YOU *AINT* GONNA HIT *ME!*

UMPPHH! BENNIE-- DON'T *SHOOT*-- I'M IN YOUR LINE OF *FIRE!*

SAY, PORKY--YOU GET THE IMPRESSION BENNIE DIDN'T *HEAR* YOU?

WITH FRIENDS LIKE *BENNIE*--

KTOWKTOWKTOWTOWTOW!

--YOU SURE DON'T NEED *ME!*

RIGHT, SWEETIE?

QWAK!

:UNNNH!:

TWO DOWN--WISH I KNEW HOW *MANY* TO GO!

IF ONLY I *FELT* AS STRONG AS I TALK-- BUT RIGHT NOW ALL I WANT TO DO IS GO SOMEPLACE *QUIET* AND *LIE DOWN!*

BUT I CAN'T LET THAT *STOP* ME--

I'VE GOT TO ROTATE THIS THING AROUND SO THE WINDOW FACES THE *STREET*--

--AND *THEN*--

--IT'S *BREAK-OUT TIME!*

KRASH!

HAMMERHEAD'S BEEN GONE FIVE--MAYBE *TEN* MINUTES. KNOWING WHAT TRAFFIC'S *LIKE* UP HERE IN THE MIDTOWN AREA--

I'D GUESS HE HASN'T *QUITE* REACHED THE WEST SIDE HIGHWAY--

BAC
BY
MOR

--WHICH WILL GIVE ME JUST *ENOUGH* LEEWAY TO CUT ACROSS TOWN--

--AND MAYBE, WITH A LITTLE *LUCK*--

BINGO!

SPIDER-SENSE, WHATEVER WOULD I DO *WITHOUT* YOU?

UNLESS THIS SPANKING NEW *ULCER* OF MINE HAS CROSSED SOME WIRES IN MY *SYSTEM*--

--*THIS* IS THE CAR I'VE BEEN LOOKING FOR--!

SOOOO--IF I CAN JUST LAND WITHOUT ATTRACTING *ATTENTION*-- MAYBE THINGS WILL START LINING UP *MY* WAY AGAIN--

--AGAIN?

WHEN HAVE THEY *EVER*?

JIMMY-- *WHATWUZTHAT?*

SOMETHING HITTIN' THE *ROOF*--?

PROBABLY JUST THE *WIND*, HARV. DON'T *WORRY*, WILLYA?

IT'S JUST A LITTLE *STORM*.

THE RIDE NORTH IS SHORT AND **UNEVENTFUL**--AND WHEN, TWENTY MINUTES LATER, THE SEDAN DRAWS CLOSE TO A PARKED CAR OF A **SIMILAR** STYLE--

--ITS UNREVEALED **PASSENGER** BEATS A SOMEWHAT **HASTY** DEPARTURE!

WE BEEN WATCHIN' THE HOUSE SINCE WE **CALLED** YA, BOSS.

BERT'S UP AHEAD, IN THE **CAR.** YOU WANT I SHOULD **GET** HIM?

THAT WON'T BE **NECESSARY,** ERNIE. ANY MOVEMENT IN THE **HOUSE?**

NUTHIN', BOSS. THERE'S JUST HIM AN' THAT **OLD BROAD.**

WATCH IT, FELLA-- THAT "OLD BROAD" MAY JUST BE MY **AUNT MAY.**

I'M GOING TO HAVE TO PLAY THIS **CAREFULLY,** THOUGH--

I CERTAINLY DON'T WANT **YOU** CLOWNS BOTCHING THINGS UP-- JUST WHEN I'M SO CLOSE TO **FIND-ING** HER!

BOSS SAYS TO MOVE IN **QUIETLY,** ERNIE.

DON'T KNOW WHAT HE'S **WORRIED** ABOUT, THO--

--WITH JUST **ONE** GUY AND SOME CRAZY **DAME**--

--SEEMS TO ME WE DON'T GOT **NUTHIN'** TO--

HUH?

JIMMY...?

WAK!

--BUT YOU *UNDERSTAND* ABOUT THIS SORT OF THING, *DON'T* YOU?

REALLY HATE TO HIT AN' *RUN*, FELLAS--

AS THE SAYING GOES--I'VE GOT A MAN TO *SEE*--

--EVEN IF I DON'T WANT *HIM* SEEING *ME!*

OUTASITE....!

OCKIE'S SO BUSY *BROOD-ING*-- PROBABLY PLANNING HIS *NEXT* FORAY AGAINST HAMMERHEAD--

--HE'S NOT EVEN *AWARE* HIS PLACE IS BEING *WATCHED*--

--AND FOR *THAT* MATTER-- *INVADED!*

NO TINGLE FROM MY *SPIDER-SENSE*... GUESS THE COAST IS *CLEAR.*

NOW ALL I NEED TO DO IS WORK MY WAY *DOWN* FROM THE THIRD FLOOR--

--WAIT UNTIL I CATCH *SIGHT* OF AUNT MAY-- IF SHE'S *HERE*--

THEN, IF AND WHEN I *FIND* HER, I CAN--

CRASH!

UNNNNHHH!

MY HEAD--SPINNING--
EVERYTHING'S GOING **BLACK**--

SOMEBODY SHATTERED A **VASE** ON MY SKULL--
DIDN'T EVEN HAVE A CHANCE TO **FLINCH**--
TO RIDE WITH THE **BLOW**--

?

?

?

MY SPIDER-SENSE--
SHOULD HAVE **WARNED** ME--TOLD ME **DANGER** WAS NEAR--

WHY DIDN'T IT **HELP** ME--
WHY?
WHY?

CAN'T--HOLD ON--ANY **LONGER!** EVERYTHING'S GETTING **DIZZY**--

IF ONLY I COULD HAVE FOUND--
AUNT MAY--

IF ONLY--ONLY--
MY SPIDER-SENSE HAD--
WARNED ME..

FORGET IT, WALL-CRAWLER! AFTER ALL, THAT EERIE **SIXTH-SENSE** OF YOURS REACTS ONLY TO THE NEARNESS OF SWORN **FOEMEN**... OF HIDDEN **MENACE**!

WHY **SHOULD** IT HAVE SOUNDED THE CLARION CALL OF DEADLY **DANGER**--WHEN THE ONE WHO HAS **STRUCK YOU DOWN**--

--**I**S NONE OTHER THAN **AUNT MAY** HERSELF--!

DOCTOR OCTAVIUS! DOCTOR OCTAVIUS, **COME QUICKLY!**

I--I THINK I JUST **KILLED** THAT AWFUL MONSTER--
SPIDER-MAN!

NEXT ISSUE **BETRAYED!**

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

™

S-STAY BACK, SPIDER-MAN! I--I WARN YOU--

--IF YOU TAKE ONE MORE STEP TOWARDS THAT POOR MAN--

--I'M GOING TO FIRE!!

AUNT MAY: ASSASSIN?

ROMITA

THIS IS IT!

THE LAST BATTLE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE MIND-BOGGLING CONCLUSION OF THE GREATEST ACTION-EPIC IN THIS, THE MARVEL RENAISSANCE!

EXCEDRIN HEADACHE NUMBER IIS: HAVING TRACED HIS MISSING AUNT TO THE WESTCHESTER HIDEOUT OF DOCTOR OCTOPUS, SPIDEY FALLS PREY TO A SUDDEN BLACKOUT OF HIS SPIDER-SENSES--

--A BLACKOUT CAUSED BY HIS AUNT'S UNEXPECTED APPEARANCE--MAKING HIM A VICTIM OF A HANDILY-WIELDED VASE!

AND EVEN AS OUR HERO DRIFTS THROUGH THE LAYERS OF UNCONSCIOUSNESS, THE TENTACLED MASTERMIND CALLED OCTOPUS PREPARES FOR HIS MOST CRUCIAL ENCOUNTER--

--WITH HIS SINISTER RIVAL-- HAMMERHEAD!

ONLY ONE OF US CAN RUN THIS TOWN-- SO IT'S OCK OR ME!

AN' I GOT A FEELIN' THAT THIS IS IT--

THE LAST BATTLE!

ART AND STORY BY: JOHN ROMITA AND GERRY CONWAY

EDITED BY: ROY THOMAS • ART ASSIST: TONY MORTELLARO • LETTERED BY: ARTIE SIMEK

I KNOW YOU'RE *IN* HERE, OCTOPUS--MY MEN *TRAILED* YOU ALL THE WAY FROM THE *CITY.*

YOU GONNA COME OUT ON YOUR *OWN*-- OR DO WE HAVE TO *DIG* YA OUT?

EITHER WAY, IT'S GONNA BE YOU AN' *ME,* OCTOPUS--AN' AFTER A *WHILE*--

--IT'LL ONLY BE *ME!*

PERHAPS *NOT,* MY GREGARIOUS FRIEND.

THERE ARE STILL A FEW THINGS YOU MUST *LEARN* ABOUT OTTO OCTAVIUS--

WHAK!

CHUNK!

--AND ONE OF THEM IS--HE DOESN'T PLAY WITH *CHILDREN*--

--AND TO DOCTOR OCTOPUS-- *EVERY* MAN IS A *CHILD!*

SOME SORTA *STEEL DOOR,* BOSS!

HE'S LOCKED HIMSELF IN--WE CAN'T DO *NUTHIN'!*

QUIET, YOU FOOL. DON'T YOU SEE THAT'S WHAT HE *WANTS* US TO BELIEVE?

HE'S GOTTA HAVE SOMETHIN' UP HIS *SLEEVE*--

I CAN *FEEL* IT.

HOW VERY *ASTUTE* OF YOU, DOLT--

HOW PATHETICALLY *ASTUTE.*

WHILE YOU *WONDER* JUST WHAT THAT "SOMETHING" IS--

"--I SHALL PROCEED-- WITH THE *FINAL* LIQUIDATION!"

GET DOWN!

THOSE *HAT-HOOKS*-- THEY'RE SHOOTING OUT *LASER BEAMS!*

ZZZZT!

QUITE **CORRECT,** HAMMERHEAD. IT APPEARS YOU'VE BEEN CAUGHT IN A **CROSSFIRE.**

FEEL FREE TO ATTEMPT TO **EXTRICATE** YOURSELF-- YOU'LL FIND THE EFFORT MOST **FRUS-TRATING,** I ASSURE YOU.

BUT WHAT'S **THIS?**

APPARENTLY YOU BROUGHT SOME **FRIENDS** ALONG... **ARMED** FRIENDS.

HOW INEXCUSEABLY **BOORISH** OF YOU.

YOU'VE FORCED ME TO A MOST **PAINFUL** DECISION.

DEFENSE FORCE NINE-- ATTACK!

HEY CHUCK, WHAT THE DEVIL IS THAT?

THOSE GUYS-- COMIN' OUT OF THAT **WALL--** WEARING SOME KINDA CRAZY **MASK!**

GAS MASKS, YOU IDIOT--

MOW 'EM DOWN-- BEFORE THEY TRY ANYTHING **FUNNY!**

IT'S TOO LATE, CHUCK! THEY'RE TOSSIN' **GRENADES--**

SMOKE'S RISIN' TOO **QUICKLY--** CAN'T **SEE--!**

OPERATION DARKOUT **COMPLETED.**

LOOKS LIKE THEY COULDN'T **COPE WITH OUR TECHNOLOGY.**

NOT WITH GUNS LIKE **THAT,** THEY CAN'T!

WHERE'D THEY THINK THEY **ARE,** ANYWAY--

IN THE DAYS OF THE **MOB?**

DON'T ASK THEM, FRIEND--ASK THEIR AMBITIOUS, IF SLIGHTLY SCHIZOPHRENIC, LEADER--A MAN WHOSE ONLY MEMORY OF HIS PAST IS A BATTERED MOVIE POSTER, AN IMAGE OF THE NEAR-LEGENDARY AL CAPONE--

--A MAN WHOSE SKULL IS ALMOST SOLID, STAINLESS **STEEL--A** MAN WITH A MISSION--TO **DESTROY!**

I'M GONNA GET **IN** THERE--

WHAM!

--AN I'M GONNA **BEAT** HIM--

IF IT'S THE LAST--

--THING--

--I--

--DO!

THE INELUCTABLE FOOL! HE JUST MIGHT BREAK THROUGH THAT PANEL, AFTER ALL!

NO MATTER--I'LL BE GONE, SOON--AND NO ONE, NOT EVEN HAMMERHEAD, CAN INTERFERE WITH MY ULTIMATE PLAN.

FOR THAT CONCERNS ONLY MYSELF --AND THE WOMAN CALLED MAY PARKER!

AND WHAT ABOUT MAY PARKER? A SHORT DISTANCE AWAY, IN A CORRIDOR NOT FAR FROM OCK'S CONTROL ROOM, PETER PARKER'S FAVORITE AUNT IS CLOSE TO TEARFUL HYSTERICS--

AND THE CAUSE?

MMNNNHHHHH

THAT--THAT AWFUL BEAST IS WAKING UP! HE'S AS TERRIBLE AS MISTER JAMESON SAYS HE IS... BUT, OH MY, WHAT SHALL I DO?

I COULDN'T BEAR HITTING HIM AGAIN-- EVEN IF HE IS AN ENEMY OF THAT NICE DOCTOR OCTAVIUS--

PERHAPS--PERHAPS I'D BETTER CALL THE POLICE!

OH! AND QUICKLY, TOO!

HER NERVOUS FOOTSTEPS RAPIDLY RECEDE DOWN THE NARROW HALLWAY, FADING ALMOST AT ONCE, AS--

SPIDEY, THIS MUST BE YOUR LUCKY DAY...

...NOT ONLY DO YOU COME DOWN WITH A CERTIFIED STOMACH ULCER...

...YOU RUN HEAD-ON INTO A FULL SCALE GANG WAR!

NOT TO MENTION A SMALL MACK TRUCK...

...'CAUSE THE WAY MY SKULL FEELS, JUST ABOUT NOW...

...IT WAS EITHER THAT...OR A BULLDOZER.

EASY, HEAD... TAKE IT EASY, BOY.

THE ONLY THING WHICH *WORRIES* ME IS--JUST BEFORE I PASSED OUT, I COULD'VE *SWORN* I SAW AUNT MAY--

BUT *THAT* WOULD MEAN--UH OH. *HOLD* IT, MISTER PARKER.

TROUBLE DOWN AHEAD... WHICH MEANS IT'S TIME FOR PETER PARKER TO EARN HIS NEWS-PHOTOG *SALARY.*

TERRIFIC.

EH.? *SPIDER-MAN!* SO THAT'S WHAT MAY PARKER WAS SHOUTING ABOUT!

SOMEHOW, THAT ACCURSED WEB-SLINGER FOUND HIS WAY HERE--TO *CAPTURE* ME, NO DOUBT.

SUCH ABYSMAL STUPIDITY IS *DISTRESS-ING*--

--BUT I'VE NO *TIME* TO CONCERN MYSELF WITH HIS PITIABLE PLANS.

DEFENSE FORCE THREE--READY THE ROCKET LAUNCH FOR IMMEDIATE *DEPARTURE.* I WILL ATTEMPT TO LOCATE MRS. PARKER, AND--

BUNCH!

OKAY, OCTOPUS--

NOW IT'S *MY* TURN!

YOU THINK YOU CAN PICK UP WHERE THE *KINGPIN* LEFT OFF--

--BUT, BUSTER, IT JUST DOESN'T *WORK* THAT WAY!

NEW YORK'S GONNA BE *MY* TOWN--*ALL MINE*--

--AN' NOT YOU--OR ANY-ONE *ELSE*--IS GONNA TAKE IT *AWAY!*

K-TOW!

IMBECILE! DO YOU THINK ME TOTALLY DEFENSELESS?

ONCE THESE ARMS WERE MERE TOOLS--ELECTRONIC AIDS FOR THE HANDLING OF RADIO-ACTIVE ISOTOPES--

--YET SINCE THE ACCIDENT WHICH TEMPORARILY GRAFTED THEM TO MY SKIN, THEY'VE BECOME MORE--

MUCH MORE!

PERHAPS NOW YOU UNDERSTAND, HAMMERHEAD.

YOU CAN NEVER DEFEAT DOCTOR OCTOPUS--

NEVER!

DON'T WORRY, BOSS--WE AINT GONNA LETCHA DOWN.

THAT OCTOPUS CREEP MAY BE GOOD AGAINST JUST ONE GUY WITH A PISTOL--

--BUT LET'S SEE HOW HE DOES 'GAINST A CHATTER-GUN!

RAKATAKATAKA CHUNK!

LET THEM THINK THEY'VE ROUTED ME--IT MAKES LITTLE DIFFERENCE.

--THE USE-FULNESS OF THIS HEADQUARTERS IS AT AN END!

THE HOUR HAS COME TO CHANGE MY BASE OF OPERATIONS--

I'VE GOT TO MAKE IT THIS *QUICK* WHILE I'M BUSY SNAPPING PICTURES FOR THE *DAILY BUGLE*--

--AUNT MAY COULD BE IN DANGER--*REAL* DANGER!

SHE LEFT HOME BECAUSE SHE FELT SHE'D BEEN TOO *MATERNAL* WITH ME--OVERLY *PROTECTIVE.*

SURE, MAYBE IT'S *TRUE,* BUT JUST THE SAME--

--THAT DOESN'T MEAN SHE HAD TO *RUN AWAY.*

I *STILL* CAN'T FIGURE HOW SHE GOT MIXED UP WITH DOC OCK AGAIN--THE *LAST* TIME, *HE* CAME TO HER*--

--COULD SHE HAVE *POSSIBLY*--

:WHOOPS!:

MY *SPIDER-SENSE*... SOMEBODY *NEAR* ME...!

AS A BOARDER IN #54, --ROY.

...*GONE!*

FUNNY--IT HAPPENED SO *FAST*-- COULDN'T GET AN IMPRESSION OF *WHO*--!

OH, WELL. DOESN'T *MATTER*..

NOW--

"--WHEN I CHECKED THE LAYOUT OF THIS PLACE, OCK'S CONTROL ROOM WAS IN THE *EAST WING*-- AND SINCE THIS IS THE CONNECTING CORRIDOR, I *KNOW* OCK MUST STILL BE THERE!"

*D*ON'T BE SO *SURE,* MR. PARKER! IF YOU COULD LOOK INTO A ROOM JUST TWELVE FEET DOWN THE HALL, YOU MIGHT *SWALLOW* THESE HASTY WORDS...

W-WHO'S THERE--? IS--IS THERE SOMEONE AT THE *DOOR?*

JUST *I,* MY DEAR WOMAN... YOUR HUMBLE *HOST.*

IS THERE SOMETHING WRONG? YOU SEEM... *DISTURBED.*

W-WHY, YES...THAT AWFUL *SPIDER-MAN* CREATURE WAS HERE...AND... I WAS *AFRAID* FOR YOU, DOCTOR OCTAVIUS...

I KNOW HOW THESE PEOPLE ARE JEALOUS OF YOUR *WORK*...OF YOUR... UNSELFISH *GENIUS.*

QUITE TRUE. BUT THE MATTER HAS BEEN *DISPOSED* OF.

YOU WERE CALLING THE *POLICE,* I ASSUME?

THOSE GUNSHOTS-- I *THOUGHT*--

MY *DEAR* MRS. PARKER, I UNDERSTAND *PERFECTLY.*

IT WAS BUT A SMALL *MISUNDERSTANDING.* AN ACCIDENT.

LET ME *ASSURE* YOU-- THERE'S NO NEED TO INFORM THE LOCAL *CONSTABULARY.*

NO NEED AT *ALL.*

SNIK!

I'M *SORRY,* GWEN... PETER WAS HERE *EARLIER,* BUT HE LEFT.

DAILY BUGLE

IS THERE ANYTHING *I* CAN DO...?

NO, BETTY... BUT THANKS ANYWAY. I'VE BEEN SO *WORRIED* ABOUT PETER, SINCE HIS AUNT DISAPPEARED.

I CAN'T HELP BUT BLAME *MYSELF. I* WAS THE ONE WHO TOLD HER SHE'D BEEN TREATING PETE LIKE A *CHILD.*

I *KNOW* HOW YOU MUST FEEL, BUT YOU *SHOULDN'T* --OH!

--MISTER *JAMESON!*

MISS STACY AND I KNOW EACH OTHER, MISS BRANT. HER FATHER WAS A GOOD *FRIEND* OF MINE.

WE EVEN SHARED SOMETHING OF AN *ADVENTURE* A FEW MONTHS AGO... EH, MISS STACY?

*SPIDEY #103-- RT.

ACTUALLY, MR. JAMESON, I WAS LOOKING FOR *PETER*--

PARKER! HMMMPH. HE ONLY SHOWS UP TO COLLECT HIS *CHECK,* MISS STACY--

--AND IF HE DOESN'T START PRODUCING USABLE *PICTURES* --

HE WON'T EVEN BE DOING *THAT* MUCH LONGER!

DON'T *LISTEN* TO OLD J. J. J., GWEN.

HE'S JUST GOTTA ACT LIKE THAT BECAUSE HE'S A *PUBLISHER.* BASICALLY, UNDER THAT HARD, COLD EXTERIOR--

THERE'S A HARD, COLD *INTERIOR.*

NED! *NED LEEDS!* HAVE YOU SEEN PETER? BETTY MENTIONED THAT YOU'D *TALKED* WITH HIM--

YEAH. HE WAS KINDA *UPSET,* GWEN...

...HE DIDN'T EVEN LET ME *FINISH* WHAT I'D BEEN TRYING TO *TELL* HIM...

WHAT *WAS* IT, NED? TELL ME, PLEASE!

I TOLD HIM MRS. PARKER HAD BEEN TO AN *EMPLOYMENT AGENCY...* BUT THAT'S NOT *ALL...*

I CHECKED FURTHER...AND FOUND A *WESTCHESTER* ADDRESS...

WE'VE GOT TO *GO* THERE, NED! IF WE CAN *FIND* HER--

I DON'T *KNOW*, GWEN--SOMETHING ABOUT THE NAME OF THE *OWNER*--

WORRY ABOUT THAT *LATER*, MR. LEEDS. THIS OLD NEWS-HOUND SMELLS A *STORY.*

BETTY, CALL THE *GARAGE*-- TELL THEM WE'RE GOING TO NEED ONE OF THE BUGLE'S *RADIO CARS*--

MR. ROBERTSON-- YOU *WILL* LET ME COME, WON'T YOU?

OF *COURSE*, GWEN...

"...BUT ONLY IF YOU PROMISE TO STAY OUT OF DANGER!"

THAT MIGHT BE A DIFFICULT PROMISE TO KEEP--FOR AT THAT VERY MOMENT, IN OCK'S HUDSON SHORE HIDEOUT--

KEEP YOUR *HEADS* DOWN, YOU JERKS--

OCK'S MEN ARE *EVERY-WHERE*-- THERE MUST BE *HUNDREDS* OF 'EM!

YEAH? THEN HOWCUM WE AINT *SEEN* ONE IN ALMOST A *HALF HOUR?*

WE'VE BEEN FIRIN' AT THAT *DOOR*--AN' SOMETHIN'S BEEN FIRIN' *BACK*--

--BUT HOW D'WE KNOW IT AINT SOME CRAZY *MACHINE?*

NOW *THAT'S* WHAT I CALL *PARANOIA!*

JUST KEEP IT UP, FELLAS--A NICE LITTLE SHOW FOR MY TRUSTY 35-MILLIMETER--

FFWIPP!

--AND WHILE YOU'RE PLAYING *GAMES*--

--I'LL BE SLIPPING *PAST* YOU-- LOOKING FOR *OCTOPUS!*

OOPS! OUT OF THE FRYING PAN--INTO THE PROVERBIAL FIRE!

WISH I COULD STAY AND PLAY WITH THE BOBBSEY TWINS, HERE--

KRACK!

KTOW!

IT'S SPIDER-MAN! THE BOSS DIDN'T SAY ANYTHING ABOUT TANGLING WITH HIM!

--BUT EVERY SECOND I DELAY-- IS ANOTHER SECOND THAT AUNT MAY COULD BE IN DEADLY DANGER!

NOW, GUYS-- YOU DON'T EXPECT DOC OCK TO TELL YOU EVERYTHING, DO YOU?

THE OLD MAN'S GOTTA HAVE SOME SECRETS.

BTHUNK!

HEY, OCKIE'S GOT HIMSELF QUITE A PLACE, HERE.

SUBTERRANEAN LOCKER ROOMS-- DORMS FOR HIS HIRED HENCHMEN--

IT'S A REGULAR HOME-AWAY-FROM-HOME!

STILL--IT DOES LACK A CERTAIN AURA OF HOSPITALITY--

SRACK!

--WHICH MAYBE A LITTLE DARKNESS SHOULD CURE!

TWAK!

THERE WE GO! THE DARKER, THE BETTER.

MY SPIDER-SENSES CAN GUIDE ME THROUGH THE HALLS--AND I DON'T HAVE TO WORRY ABOUT BEING USED FOR SOMEBODY'S TARGET PRACTICE!

UH-OH... UP AHEAD...

THERE'S SOMEONE ON THE OTHER SIDE OF THIS *WALL*...

I CAN *FEEL* IT!

MR. PARKER, IT'S TIME TO MAKE YOUR *MOVE*--

THROMP!

NOW!

I DON'T KNOW HOW YA *FOUND* ME, YOU WALL-CRAWLING *CREEP*--

--BUT YOU'RE NOT GONNA RUIN THINGS *NOW*--

--NOT NOW, WHEN I JUST GOT IT ALL FIGURED *OUT!*

CRACK!

MISTER, YOU COULDN'T EVEN FIGURE OUT HOW TO TIE YOUR *SHOE!*

I'VE TAKEN JUST ABOUT *ENOUGH* FROM YOU AND YOUR *GODFATHER REJECTS--!*

FROM THIS POINT *ON*--

--SPIDEY FIGHTS *BACK!*

DON'T *BET* ON IT, PUNK--

--HAMMERHEAD'S GOT TRICKS YOU *AINT EVEN HEARD* OF!

WHOMP!

WELL, DON'T KEEP ME *WAITING*, HANDSOME!

AND WHILE YOU'RE BEING *TOUGH*--MAYBE YOU'D BETTER START *TALKING*--

--AND TELL ME JUST *WHERE* YOU'VE GOT *DOC OCK!*

ME? MISTER, YOU'VE GOT IT ALL *WRONG* --NOT THAT I *CARE* A WHOLE LOT--

--'CAUSE WITH WHAT I'VE STOLEN FROM OCK'S *CONTROL ROOM*--

BUNT!

--ALL I'VE GOTTA DO IS *BIDE MY TIME*--

--AN' THIS WHOLE CITY-- MAYBE EVEN THE ENTIRE *COUNTRY*--IS GONNA FALL RIGHT INTO MY *LAP!*

YOU'RE *SMALL POTATOES*, SPIDER-MAN! AFTER TODAY, HAMMER-HEAD TRAVELS *FIRST CLASS*...

FIRST CLASS ALL THE WAY!

CAN'T... GO *AFTER* HIM. AUNT MAY NEEDS ME... AND I'VE GOT TO *FIND* HER... I'VE GOT TO... BEFORE IT'S *TOO LATE!*

BESIDES...EVEN IF I *WANTED* TO CHASE THAT OVERDRESSED MAGGIA MISFIT, I *COULDN'T!*

THAT HEAD-BUTTING OF HIS SNAPPED MY *STOMACH-MUSCLES!* ULCER'S ACTING UP... *KILLING* ME!

JUST WHAT THE WORLD *NEEDS*... A HOSPITAL-CASE *HERO!*

THERE'S A CERTAIN AMOUNT OF IRONY IN **EVERY** COMPLEX SITUATION--

--AND IN A SITUATION LIKE **THIS**, WITH ONE CAR ARRIVING WHILE ANOTHER SURREPTITIOUSLY **LEAVES**--

--THE IRONY IS MORE THAN NORMALLY **APPARENT!**

THAT'S THE **PLACE**, MR. ROBERTSON--SOUNDS LIKE SOMETHING'S **HAPPENING** INSIDE!

GUNSHOTS! IT APPEARS WE'VE STUMBLED INTO A **BATTLE** OF SOME KIND.

MR. ROBERTSON, PETER MIGHT BE IN THERE-- YOU'VE GOT TO **DO** SOMETHING!

EXACTLY, MISS STACY. I'M CALLING THE **POLICE!**

AND WHAT ABOUT OUR PAIN-WRACKED PETER PARKER? AT THE MOMENT, HE'S **DOUBLED OVER**, DIZZY FROM THE WAVES OF AGONY SPREADING OUTWARD FROM HIS INJURED **MIDDLE**--

GRADUALLY, HE FORCES HIMSELF **UPRIGHT**--HIS JAW MUSCLES TIGHTEN, AND HIS SHOULDERS **STRAIGHTEN.**

SLOWLY, THE PAIN RECEDES --FORCED BACK BY AN EFFORT OF SHEER **WILL!** FOR THIS IS NO **ORDINARY** YOUTH--

--THIS IS **SPIDER-MAN!**

HAMMERHEAD'S HENCHMEN ARE SCATTERED-- **DISORIENTED.**

GUESS IT'S AS GOOD A TIME AS **ANY** TO GATHER THEM UP--

--AND **THEN** I CAN LOOK FOR **DOC OCK**-- AND WHEN I **FIND** HIM--

SLOW DOWN, HERO...THAT FAMILIAR TINGLING...MY SPIDER-SENSE...WARNING ME...

IT'S GOT TO BE...

OH, NO! NO!

EVERYTHING I'VE FEARED--IS TRUE! SOMEHOW, DOC OCK'S KIDNAPPED AUNT MAY--HE'S BEEN HOLDING HER CAPTIVE HERE ALL THIS TIME--I'M SURE OF IT!

BUT--I MUSTN'T CALL OUT TO HER! HER HEART IS SO WEAK, IF SHE FINDS OUT I'M SPIDER-MAN--IT COULD KILL HER!

I'VE GOT TO MAKE THIS QUICK--GOT TO BE CAREFUL --VERY CAREFUL!

SO, SPIDER-MAN... WE MEET AGAIN.

NEVER FEAR, MY DEAR... OTTO OCTAVIUS WILL PRO-TECT YOU.

YEAH, I CAN SEE THAT, OTTO--

YOU'RE GONNA PROTECT HER BY KEEPING HER BETWEEN US, RIGHT?

A VILE ACCUSATION, SIR--NOT WORTH REFUTING!

MRS. PARKER IS QUITE AWARE THAT I'VE ONLY HER BEST INTERESTS AT HEART!

HEY, NOW THAT'S A NEWSFLASH!

SINCE WHEN HAVE YOU HAD A HEART, OCKIE?

BCHANG!

SLANDER AND CALUMNY! YOU CAN NEVER-- UMPPPHH!

PLEASE, DOCTOR--YOU MUSTN'T RESORT TO *VIOLENCE.*

YOU'RE A MAN OF *SCIENCE*--NOT A VICIOUS BEAST LIKE THAT AWFUL SPIDER-MAN *CREATURE!*

FIGHT FIRE WITH *FIRE,* MY DEAR--

K-RAK!

I ONLY DO WHAT NEEDS TO BE *DONE!*

FOR UNTIL SUCH VERMIN ARE TOTALLY *WIPED OUT--*

--THE WORLD WILL NEVER BE *SAFE* FOR GENTLE WOMEN--LIKE *YOU!*

SMACK!

DOCTOR OCTAVIUS, YOU'RE SO *KIND!*

MERELY AS KIND--AS A MAN IN *LOVE.*

BUSTER, YOU HAVE *HAD* IT!

THE KID GLOVES ARE *OFF*--NO MORE PULLED *PUNCHES*--

'CAUSE, LADY-KILLER, YOU JUST BLEW IT *ALL!*

NOBODY EVER SAID YOU HAD TO *ACT* LIKE A GENTLEMAN, OCK--

--BUT YOU COULD AT *LEAST* MAKE THE BLASTED *PRETENSE!*

WHUMP!

IT'S *ONE* THING WHEN YOU CALL ME A FOOL--IT'S *ONE* THING WHEN YOU MAKE WAR WITH A BUNCH OF THIRD-RATE GANGSTER TYPES FROM *CENTRAL CASTING*--

--BUT IT'S SOMETHING *ELSE* AGAIN WHEN YOU PLAY GAMES WITH A HELPLESS OLD *LADY!*

I DON'T *LIKE* IT, OCKIE--

--AND WHEN UNCA SPIDEY DON'T *LIKE* SOMETHING--

--HE TENDS TO GET *MAD*--

--*REAL* MAD--

--AND SOMETIMES-- *SOMETIMES*--

--HE CAN'T *CONTROL* HIMSELF!

STOP IT! STOP *HITTING* HIM! IF YOU DON'T *STOP* IT--

--I-I'LL HAVE TO *SHOOT* YOU!

THIS *CAN'T* BE HAPPENING!

IT'S POINT BLANK RANGE... SHE *WON'T* MISS...

...IT'S OVER... ALL OF IT... IT'S *OVER!*

TWO SECONDS: *TIME ENOUGH FOR A THOUSAND THOUGHTS, A MILLION REGRETS IN THE MIND OF ONE STARTLED* ***YOUTH--***

EEEEEEEEEEEE

BKOW!

TWO SECONDS: *AND IN THAT TIME, TWO EVENTS, AT FIRST* ***UNRELATED--*** *A SUDDEN, WAILING* ***SIREN--***

--AND A LOUD, ECHOING ***RETORT!***

PARKER--SOMEWHERE, SOMEONE REALLY *LOVES* YOU, BOY!

IF THAT POLICE SIREN HADN'T STARTLED AUNT MAY INTO FIRING *BLINDLY--*

--IT WOULD'VE BEEN AN AWFUL SHOCK FOR *BOTH* OF YOU!

UH-*HUH!* JUST AS I *THOUGHT.*

SOME *NEIGHBOR* MUST'VE HEARD ALL THE GUNFIRE-- CALLED THE *COPS.*

GUESS SPIDEY'S NO LONGER *NEEDED* HERE-- IF HE EVER *WAS.*

GOOD THING YOU NOTIFIED US WHEN YOU *DID*, MR. ROBERTSON.

APPARENTLY THESE FELLAS WERE GETTING READY TO *LEAVE*--BUT AS IT STANDS, WE GOT OURSELVES QUITE A *CATCH*.

I'M GLAD TO *HEAR* THAT, LIEUTENANT.

WAIT--THERE'S THE WOMAN WE *TOLD* YOU ABOUT--

MRS. PARKER--ARE YOU *ALL RIGHT?*

I-I'M NOT QUITE *SURE*, EVERYTHING SEEMS TO BE *SPINNING* SO--

PERHAPS--IF I COULD JUST *SIT* AWHILE--

--JUST SIT--AND *SORT* IT ALL OUT.

OH, MRS. PARKER--WE'VE ALL BEEN SO *WORRIED* ABOUT YOU! YOU DON'T KNOW HOW *UPSET* PETER'S BEEN--

--AND--HOW *BADLY* I FEEL FOR EVER TELLING YOU THOSE TERRIBLE THINGS--

DEAR GIRL, YOU *MUSTN'T* FEEL THAT WAY. WHAT YOU TOLD ME IS PERFECTLY *TRUE*.

I *HAVE* BEEN A SILLY OLD FOOL...AND I *KNOW* THAT NOW.

I THINK IT'S BEST WE DISCUSS THAT *LATER*, MRS. PARKER. FOR THE MOMENT, WE'RE HAPPY TO KNOW YOU'RE *SAFE*...

...AND THAT YOUR ABDUCTOR WILL SOON BE BEHIND *BARS*... WHERE HE *BELONGS*.

MY ABDUCTOR? WHATEVER ARE YOU *TALKING* ABOUT, MR. ROBERTSON?

MR. OCTAVIUS WAS *MOST* KIND TO ME--GIVING ME A POSITION WHEN I HARDLY KNEW *WHAT* TO DO--

MRS. PARKER--MY *DEAR* LADY--

COULD I SPEAK WITH YOU A MOMENT--*PLEASE*?

IS IT *SAFE*, OFFICER?

SURE, MR. ROBERTSON--WE'VE GOT THOSE *TENTACLES* OF HIS TUCKED AWAY IN ONE'A OUR *ARMORED CARS*.

HE'S AS HARMLESS AS A *FLY*.

WHAT DO YOU SUPPOSE HE WANTS TO *TELL* HER?

WHAT *CAN* HE TELL HER, NED?

A MAN LIKE OCTOPUS DOESN'T KNOW THE *MEANING* OF SORROW.

NO--THE THING THAT WORRIES ME *NOW*--IS THE LOCATION OF OUR FRIEND, *MR. PARKER!*

THAT'S *RIGHT!* HE SHOULD HAVE BEEN HERE *BEFORE* US!

DO YOU THINK--DO YOU THINK SOMETHING'S *HAPPENED* TO HIM?

SOMETHING *AWFUL?*

*NOTHING A DISCREET **CHANGE OF CLOTHES** CAN'T CURE, GWEN--A CHANGE OUR YOUNG HERO IS CURRENTLY **EFFECTING** IN THE BASEMENT LOCKER ROOM HE DISCOVERED **EARLIER**--*

*--AND, WHEN THAT CHANGE IS **FINISHED**--*

***ROBERTSON**...HERE WITH GWEN AND NED LEEDS.*

HE** WAS THE ONE WHO CALLED THE COPS. SCORE ONE FOR MY FAVORITE **CITY EDITOR.

MAYBE SOMEDAY I'LL BE ABLE TO *THANK* HIM. BUT RIGHT NOW...

AUNT MAY--ARE YOU *OKAY?* YOU HAD ME WORRIED *SICK*--AND WHEN I FOUND OUT YOU WERE *HERE*--

WELL, I GUESS I WAS IN SUCH A HURRY--I GOT *LOST.*

NOW CALM DOWN, PETER. YOU'RE SUCH AN *EXCITABLE* BOY.

--AND WHAT I HAVE TO TELL YOU--IS FOR YOUR OWN *GOOD,* PETER.

PLEASE--TRY TO *UNDERSTAND* THAT.

WHAT IS IT, AUNT MAY? WHAT'S *WRONG?*

I'M NOT COMING *HOME* WITH YOU, PETER. DOCTOR OCTAVIUS HAD ASKED ME TO *STAY HERE,* TO KEEP HIS HOUSE IN ORDER...

*AND I'VE DECIDED TO **ACCEPT!***

YOU SEE...YOU DON'T **NEED** ME ANYMORE.

YOU'VE GROWN... YOU'RE A **MAN** NOW. YOU AREN'T MY PETER...YOU'RE YOUR **OWN.**

OH, I **KNOW** WHAT THEY SAY ABOUT DOCTOR OCTAVIUS...

...AND I ALSO KNOW IT ISN'T **TRUE.**

NOW **HUSH,** PETER. I'M DOING THE RIGHT THING. YOU DON'T NEED ME...

...BUT DOCTOR OCTAVIUS... **DOES.**

OH, WOW...

...WOW.

LOOK, PLEASE DON'T **SAY** ANYTHING...

I'VE GOT TO WORK THIS OUT...MAKE MYSELF BELIEVE IT'S ALL REALLY **HAPPENING...**

...'CAUSE IF I **DON'T...**

...I THINK I MIGHT CRACK UP.

WHILE PETE ADJUSTS TO THIS **NEW** COMPLEXITY, LET'S TURN A DISCREET EYE **ELSEWHERE--**

--TO A NEW JERSEY AIRPORT SEVERAL HOURS **LATER--**AND THE TYING-**UP** OF AN **ALMOST** FORGOTTEN **LOOSE END.**

YOU LOOK RATHER **PLEASED,** SIR.

A PLEASANT **BUSINESS** TRIP?

HUH? AHH--YES AND **NO,** SUGAR.

...A BAD TRIP, BUT WHAT I'VE GOT HERE IS ALMOST **WORTH** IT.

WHEN OCTOPUS GETS OUTTA JAIL, I'LL BE **WAITING** FOR HIM--

--AN' THEN IT'LL BE THE **TWO** OF US-- THE TWO OF US--

--**AGAINST THE WORLD!**

BUT THAT'S ANOTHER STORY! **AS FAR AS THIS** ONE GOES, IT LOOKS LIKE WE'VE REACHED--

THE END

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN™

YOU'VE *HAD* IT, WALL-CRAWLER!

THIS IS THE *PAY-OFF!*

CAN'T HOLD ON-- TO THAT *SCAFFOLD*-- ANY *LONGER!*

BUT IF I LET GO, THOSE TWO PAINTERS ARE *DONE FOR!*

CAN'T-- *HOLD ON*-- ANY *LONGER!*

SUDDENLY... THE *SMASHER!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

SUDDENLY... THE SMASHER!

LAST ISSUE, OUR COSTUMED WALL-CRAWLER TRIUMPHED OVER THE WARRING FORCES OF *DOCTOR OCTOPUS* AND THE CRIME-BOSS CALLED *HAMMERHEAD!*

HIS VICTORY WAS A *HOLLOW* ONE, HOWEVER-- FOR HIS BELOVED *AUNT MAY* UNEXPECTEDLY DECIDED TO *REMAIN* AT DOC OCK'S WESTCHESTER HOUSEHOLD! CONFUSED, *HURT* BY HIS AUNT'S SUDDEN DECISION, PETER PARKER *RETURNS* TO THE ISLE OF MANHATTAN-- TO RESUME HIS ACTIVITIES AS *SPIDER-MAN*--AND PERHAPS TO *ESCAPE* HIS OWN PAINFUL AND CONFLICTING *EMOTIONS*--!

I DON'T KNOW WHERE THAT *RALEIGH* CHARACTER CAME FROM, BUT *ONE* THING'S FOR SURE...

...A *WELFARE CASE* HE ISN'T! WITH ALL THOSE *ADS* SPRINGING UP, THERE'S GOTTA BE A *FORTUNE* BEHIND HIM!

WELL, THAT'S *HIS* BAG! I'VE GOT MY *OWN* HANG-UP TO WORRY ABOUT!

OUR CITY NEEDS A RICHARD RALEIGH

OUR NEXT MAYOR

VOTE FOR RICHARD RALEIGH

INDEPENDENT CITIZENS COMMITTEE

OKAY... THE INTRO'S OVER! NOW LET'S *MOVE*...

PRODUCED WITH PHANTASMAGORIC PRIDE BY:
STAN LEE *and* **JOHN ROMITA**

ADDITIONAL DIALOGUE BY: GERRY CONWAY
À PROPOS INKING BY: JIM MOONEY
ACTIVE EDITING BY: ROY THOMAS

11932

WHAT WITH AUNT MAY HOLED UP IN OCK'S BLASTED *FORTRESS*, I...

MY *SPIDER-SENSE*... WHY IS IT SUDDENLY *TINGLING?*

THAT ONLY HAPPENS WHEN *DANGER* IS NEAR.

...AND THE WAY THINGS HAVE BEEN GOING IN *THIS* TOWN, THE ONLY DANGER I CAN THINK OF IS... DYING OF *BOREDOM!*

HEY, *LOOK*... OVER THERE...

ISN'T THAT *SPIDER-MAN?*

MAYOR

WELL, IT AIN'T *GEORGE McGOVERN!*

THEY DON'T KNOW WHETHER TO *WAVE*... OR RUN FOR THE *HILLS*...

OUR CITY NEEDS

RICHARD

RAL

RU

NT CITIZENS LUM

JAMESON'S PAPER HAS THE PUBLIC CONVINCED THAT I'M A CROSS BETWEEN *JACK THE RIPPER* AND... *HEY!*

WHAT'S *THAT?*

SKRAK-KK-KK

THANKS TO THOSE CRUMMY EDITORIALS THE *DAILY BUGLE* IS ALWAYS PRINTING AGAINST ME!

LOOK OUT!

RACK

BEAT IT, YOU PUNKS!

NOBODY PUTS UP POSTERS FOR RALEIGH WHILE THE *SMASHER'S* AROUND

RALEIGH

OUR NEXT MAYOR

IT ISN'T *POSSIBLE!*

HE'S OVER *TEN FEET TALL!*

VOTE

FOR RICHA

INDEPENDENT CITIZENS CO

THE *CABLE* SNAPPED! WE'RE GONNA *FALL*...

HE MUST BE SOME KIND OF *ROBOT*, OR...

NO! HE'S *ALIVE!* THERE ISN'T ANY *DOUBT!*

HELP!

EASY, GUYS. I'LL GET YOU.

H-HURRY! *HURRY!*

WHO'S *THAT*... HOLDIN' 'EM UP?

SPIDER-MAN! TRYIN' TO SPOIL MY PARTY, HUH?

WELL, WELL... SO YOU *KNOW* ME, DO YOU?

I'M REAL *FLATTERED.*

THE WALL-CRAWLER MUST BE *NUTS*...

HE'S GONNA *TACKLE* THAT TWO-TON KILLER!

YEAH... BUT WHAT ABOUT *US?*

UNFORTUNATELY, OUR HAPLESS HERO FINDS PRECIOUS LITTLE TIME TO WORRY ABOUT THE TWO PAINTERS HE HAS JUST RESCUED, FOR, SECONDS LATER...

I'LL FINISH *YOU* OFF REAL FAST.

NOT IF *I* CAN HELP IT.

THOOM!

OH, BRO-THER!

I BELTED HIM WITH MY STRONGEST *TWO-LEGGED SMASH*...

AND HE SHRUGS IT OFF LIKE A *SLAP* FROM WOODY ALLEN!

WHAT AM I *UP* AGAINST, ANYWAY?

FTOK!

YOU WON'T ESCAPE ME *NOW*...

I'VE GOTTA BE *DREAMING!*

NO ONE THAT *BIG* CAN BE SO *FAST!*

HAH! I GOT YOU!

YOU'RE GONNA REGRET THE DAY YOU EVER DECIDED TO TAKE *ME* ON, PAL--

ME-- THE SMASHER!

YOU SURE PROVE YOUR POINT THE *HARD* WAY.

I HATE TO USE ALL THIS EXPENSIVE *WEBBING* AT ONE TIME...

BUT IT'S BETTER THAN BEING AN *INKSPOT* ON THE PAVEMENT BELOW!

THWIP!

THWIP!

WOW! TALK ABOUT A *PHOTO FINISH!*

LOOK, CHARLIE... IF WE *HAVE* TO FIGHT, HOW ABOUT TELLING A FELLA *WHY?*

WHEN I MEET A JOKER AS BIG AS *YOU*...

I'D JUST AS SOON BE *FRIENDS!*

YOU'RE NOT TALKIN' YOUR WAY OUTTA *THIS,* MASKED MAN.

I'LL *CRUSH* YOU LIKE A FLEA.

I GET THE FEELING YOU'RE TRYIN' TO *TELL* ME SOMETHING!

MISSED ME BY A *MILE!* BUT, THE CROWDS *BELOW*... IF THAT *HITS* THEM---!

I GOT ALL THE TIME IN THE WORLD.

YOU'RE NOT GOIN' ANYWHERE.

HE CAN SAY *THAT* AGAIN.

I'VE *GOT* TO STAY HERE... TILL I GET THAT TWISTED *STEEL* SAFELY TO THE GROUND.

EASY, SPIDEY... *EEEEESY*---

UHH! = MY WEBBING COULDN'T STAND THE *STRAIN.*

BUT, AT LEAST IT HELD LONG ENOUGH FOR THE STREET TO BE *CLEARED* BELOW.

SPTANG!

SORRY, BIG MAN.

NOW THAT I KNOW HOW *FAST* YOU ARE, YOU DON'T CATCH ME *TWICE* LIKE THAT.

ZAK!

THIS IS TOO MUCH!

HIS FINGERS ARE SO STRONG... HE CAN CLING TO THE WALL... BY DIGGING HAND-HOLDS IN THE SOLID BRICK!

YOU'VE HAD IT, PUNK! THIS IS THE PAY-OFF.

DON'T BET ON IT, SMASHER-- OR WHATEVER YOU CALL YOURSELF!

US FRIENDLY NEIGHBOR-HOOD SPIDER-MEN ARE A HARDY BREED.

CLOSER... THAT'S IT. COME JUST A LITTLE CLOSER...

HEY, CHUCKLES... LOOK WHO'S FALLING NOW.

THOK!

NUTS! THAT PRO-TRUDING LEDGE BELOW BROKE HIS FALL.

WHEN HE GETS UP, HE'LL BE DEADLIER THAN EVER!

IF ONLY I KNEW SOME-THING ABOUT HIM-- ASIDE FROM THAT CRAZY NAME--

WHO IS HE? WHAT DOES HE WANT?

FOOM!

IT DOESN'T MAKE *SENSE!*

A BLOOD-THIRSTY *GIANT*, MORE MONSTER THAN MAN, APPEARS OUT OF NOWHERE, AND THEN... *WAIT!*

SCREAMS! ---FROM WHERE I LEFT THE *PAINTERS*---ON THE SCAFFOLD...

SOME-THING *HAPPENED!* THEY'RE IN *DANGER* AGAIN!

CAN'T... HOLD ON... ANY LONGER...

NO! NO! YOU'VE *GOT* TO! WE..CAN'T FALL... *NOW!*

I DIDN'T WANNA MAKE A *LIFE'S WORK* OUT OF SAVING YOU GUYS...

BUT THAT'S THE WAY THE SCAFFOLD CRUMBLES.

YOU *DID* IT! YOU *CAUGHT* US!

IF NOT FOR YOU... WE'D HAVE... BEEN *KILLED!*

OKAY, OKAY. I'LL SEND YOU A *FAN CLUB* APPLICATION...

BUT QUIT *CHOKING* ME.

I WAS SURE..WE WERE BOTH... *GONERS!*

BUT *WAIT*... WHAT ABOUT THAT *MONSTER?*

THE MAN MONSTER, EH?

I WAS HOPING YOU WOULDN'T ASK!

WELL, I GUESS IT'LL TAKE MORE THAN *WISHING* TO GET *RID* OF HIM.

SO HERE WE GO AGAIN...

GOOD LUCK, FELLA.

ENOUGH WITH THE *SMALL TALK*, PAL!

I'M GETTIN' *OUT* OF HERE.

HOW *ABOUT* THAT? HE'S *GONE!*

AND, THOUGH IT MAY NOT BE IN THE BEST TRADITION OF SPIDERDOM...

I CAN'T SAY I'M *SORRY.*

BUT, I'VE A HUNCH WE'RE *BOUND* TO TANGLE AGAIN, SOONER OR LATER---

...AND SINCE I'M NOT *EXACTLY* A MASOCHIST, MAYBE IT'S TIME I LOOKED INTO *OTHER* THINGS...

...SUCH AS RETRIEVING MY ORIGINAL *MASK* FROM JOLLY OL' *J. JONAH JAMESON!*

FOR A WHILE DURING MY FIGHT WITH OCTOPUS, I THOUGHT I'D LOST IT FOR *GOOD**--

GUESS I'M JUST *LUCKY* ROBERTSON'S KID FOUND IT--

--AND THAT ROBBIE BROUGHT IT TO *JAMESON*--

*SPIDEY #113--ROY

"--SO THE BUGLE'S FRIENDLY *PUBLISHER* COULD HANG IT LIKE A *TROPHY* ON HIS *PEGBOARD!*"

--BUT ARE YOU *SURE* ABOUT THIS RALEIGH CHARACTER, JONAH?

FRANKLY, THERE'S SOMETHING *ABOUT* THE MAN I JUST DON'T *TRUST.*

I DON'T PAY YOU FOR *OPINIONS,* ROBERTSON.

YOU'RE THE *EDITOR*-- POLICY IS *MY* DEPARTMENT.

AND AS FAR AS *I'M* CONCERNED, RALEIGH IS JUST THE MAN WE NEED TO RID THIS TOWN OF *CRIMINALS* LIKE THAT BLASTED *SPIDER--HUNH?*

ZZZIPPP!

ROBERTSON, AM I GOING *MAD?*

THE MASK-- *FLYING--?*

I SEE IT *TOO,* JONAH--

BUT I DON'T THINK FLYING IS *PRECISELY* THE WORD!

YOU!

I'LL HAVE YOU *ARRESTED,* YOU-- YOU--

DON'T BE *SHY,* J. J. J.

AFTER ALL, WHAT'RE A FEW *INSULTS* BETWEEN FRIENDS, HMMM, BRIGHT EYES?

YOU DON'T *KNOW* IT YET, SPIDER-MAN--

BUT YOU'RE *FINISHED* IN THIS *TOWN--*

--YOU AND ALL THE *OTHER* COSTUMED CRIMINALS JUST *LIKE* YOU!

GREAT! I'VE BEEN *NEEDING* A VACATION!

TA-TA, LAUGHING BOY!

THANKS FOR KEEPING MY *HEAD-PIECE* WARM!

SOON, ON A BUILDING NOT FAR AWAY...

UMMM. FEELS GOOD TO GET OUT OF THAT SUFFOCATING *CELLO-PHANE.*

ALL I HAVE TO DO NOW IS WAIT FOR *THE SMASHER* TO SHOW HIS UGLY MUTT--

--AND I'LL BE THE BEST-DRESSED *CASUALTY* IN *NEW YORK!*

I'D SURE LIKE TO KNOW WHO HE *IS*, THOUGH... AND WHY HE *PULVERIZED* THAT BILLBOARD OF RALEIGH'S.

BUT I'D BETTER GO FETCH MY *CLOTHES* NOW, BEFORE SOMEONE *FINDS* THEM.

ONE OF THESE DAYS I'LL PROBABLY FIND A *BIRD'S NEST* IN HERE.

BOY, THE THINGS A GUY HAS TO *DO* TO KEEP UP HIS *SECRET IDENTITY* SHTICK.

TOO BAD I DIDN'T HAVE TIME TO SET UP MY AUTOMATIC *CAMERA*.

THE *BUGLE* WOULD PROBABLY PAY A *BUNDLE* FOR SOME PIX OF THAT DOUBLE-SIZED DROPOUT FROM A HORROR MOVIE.

OH, WELL... AT LEAST I'VE GOT PICS OF *OCK* AND *HAMMERHEAD*.

MAYBE *THOSE* WILL GET JAMESON OFF MY BACK ABOUT THE MONEY I OWE HIM FOR MY *STAFF JOB*.

I SURE *HOPE* SO! WHAT WITH DOCTOR BILLS ON THIS NUTTY *ULCER* OF MINE, I NEED ALL THE CASH I CAN *GET!*

BETTER VISIT HIM *AGAIN*... ONLY THIS TIME AS *PETER PARKER*...

... HIS FAVORITE, FORMERLY-FREE-LANCE *PHOTOGRAPHER!*

LOOK, MAN... THERE'S *PETEY-O!*

HEY, *SLOW DOWN*, ROOMMATE- WE'VE BEEN *LOOKING* FOR YOU.

PEOPLE, YOU'RE THE FIRST NICE THING THAT'S HAPPENED *ALL DAY*.

WHAT'S GOING ON?

WE HEARD ABOUT YOUR *AUNT*, PETE.

THOUGHT WE'D TRY TO *CHEER YOU UP* A BIT.

WHAT'S THE *BADGE*, MARY JANE?

IT'S A *RALEIGH ROOTER* BUTTON, PETEY.

WITH ONE OF THESE, YOU JUST *CAN'T* BE GLUM!

C'MON, TIGER... GIVE IT A TRY FOR OLD MJ!
ONE LITTLE SMILE!
THANKS, MARY JANE. WITH SOMEONE LIKE YOU ON HIS SIDE, RALEIGH'S A SURE WIN.
ROOT FOR RALEIGH
WHICH REMINDS ME---

HAVE TO RUN, NOW, MJ. I CAN'T WAIT TO GET HOME AND POLISH MY BUTTON.
STOUT FELLOW.
CAN WE GIVE YOU A LIFT, PETE?
NO THANKS, HARR...
I'VE GOTTA STOP AT THE BUGLE ON THE WAY.

I ALMOST FORGOT. THERE'S A BIG RALEIGH EAT-IN AT THE HALL TOMORROW NIGHT.
WHY DON'T YOU AND GWEN DROP OVER, HMM?
I'LL ASK HER, MJ.
THE BIG QUESTION IS--WILL SHE WANT TO GO?
THE WAY SHE AND FLASH THOMPSON HAVE BEEN HANGING AROUND TOGETHER--
--IS IT ALL OVER BETWEEN US?

MINUTES LATER---
RALEIGH IS THE BEST THING THAT'S HAPPENED TO POLITICS IN YEARS.
MORE FEMALES THAN EVER ARE BUYING THE BUGLE SINCE I THREW HIM OUR SUPPORT.
WHAT IS IT, MISS BRANT?
PETER PARKER IS HERE TO SEE YOU, MR. JAMESON.

IF HE WANTS TO SEE ME, GIVE HIM A SNAPSHOT.
THE PEST HEARD THAT, MISTER.
TELL HIM I'M TOO BUSY...UNLESS THE PEST HAS SOME FRESH NEWS PHOTOS FOR ME.
PETER.. YOU SHOULDN'T HAVE...
DON'T YOU EVER KNOCK FIRST?
RINNGGG

WHY WASTE TIME, JJJ?
I KNEW HOW EAGER YOU'D BE TO SEE THESE PHOTOS OF OCK'S CAPTURE--
MR. JAMESON?
ARE YOU LISTENING?
CAN'T YOU SEE I'M ON THE BLASTED PHONE?
EH? WHAT'S THAT? A RAMPAGING GIANT--?
SHUT UP, PARKER.

MISS BRANT! SEND ROBERTSON IN HERE--- ON THE DOUBLE.
SOME OVERGROWN CRACKPOT HAS A GRUDGE AGAINST RALEIGH.
AND THAT MEANS NEWS!
BEFORE YOU YELL "STOP THE PRESSES"--- WHAT ABOUT THESE PICS?
PICS? PICS? OF THOSE TWO CIRCUS CLOWNS?
PARKER, GET OUT OF HERE!
I WANT PHOTOS OF THAT GIANT-- NOT HAS-BEENS LIKE HAMMERHEAD!
BETTER HIGHTAIL IT, SON, BEFORE HE BLOWS A GASKET.
WHERE IN BLAZES IS ROBERTSON?
RIGHT HERE, JJ.
IT LOOKS LIKE THE UNDERWORLD IS OUT TO SMASH RALEIGH!
FIRST THREATS, THEN BOMB SCARES, AND NOW BILLBOARD SMASHING!
I WANT THE WHOLE STORY.
OUR BEST MEN ARE ON IT ALREADY, JJ.
I'VE GOT TO LEARN MORE ABOUT RALEIGH.
IF JOLLY JONAH'S IN HIS CORNER, HE CAN'T BE ALL GOOD.
AREN'T YOU GOING TO STAY AND HEAR RALEIGH'S SPEECH, PETER?
I'LL CATCH IT LATER, BETTY.
I'VE GOT TO GET HUSTLING FOR SOME PICS OF THAT SMASHER CHARACTER.
BESIDES, YOU HEAR ONE CAMPAIGN SPEECH... YOU'VE HEARD 'EM ALL.
BUT RALEIGH'S DIFFERENT. HE'S HONEST.
AND THAT'S AS DIFFERENT AS YOU CAN GET.
SAY... RALEIGH LOOKS PRETTY MAD.
HE JUST HEARD ABOUT HIS BILLBOARD BEING WRECKED.
SHHHH... LET'S HEAR WHAT HE SAYS...
THE UNDERWORLD HAS JUST DECLARED WAR---
AND WE MUST FACE THIS CHALLENGE... TOGETHER.
WAR ON LAW AND ORDER!
WAR ON YOU... AND ON ME.

WILL WE STAND IDLY BY WHILE THE CRIME RATE *RISES?*

I SAY *NO!*

WILL WE SURRENDER THIS FAIR CITY TO THOSE WHO WOULD *DESTROY* US?

I SAY *NO!*

TV

WE WILL NOT BOW TO *THREATS*... WE WILL NOT BOW TO *FEAR*...

WE WILL *BATTLE* THE FORCES OF EVIL... AND WE SHALL *WIN!*

LET THE CRIME LORDS TAKE HEED... THE MORE THEY *ATTACK* ME... THE HARDER I SHALL *FIGHT.*

I WILL NEVER *BETRAY* THE TRUST YOU HAVE GIVEN ME.

I WILL ALWAYS BE.. YOUR *SERVANT!*

NICE *SPEECH,* RALEIGH... *REAL* NICE.

WE BEEN MEANIN' TO *TALK* TA YA 'BOUT THESE SPEECHES OF YOURS, ME 'N THE *BOYS*...

...WE WANTED TO TELL YA TO *LAY OFF.*

"LAY OFF"?

YOU *GOT* ME, RALEIGH... THIS BUNK ABOUT *ORGANIZED CRIME*...

THE BOYS DON'T *LIKE* IT, FRIEND. IF YOU DON'T WATCH YOUR *STEP*--

YOU *MIGHT* JUST FIND YOURSELF GIVIN' SPEECHES-- FROM THE BOTTOM OF THE *RIVER!*

SIR, ARE YOU ATTEMPTING TO *INTIMIDATE* ME?

NOW! YOU'RE READIN' ME, *MISTER* RALEIGH.

BUT *YOU,* MY FRIEND, ARE HARDLY READING *ME.*

THESE SPEECHES ARE NOT MERE *SLOGANEERING,* NOR ARE THEY THE MOUTHINGS OF A POLITICAL *CYNIC.*

I *MEAN* WHAT I SAY, FRIEND...

...AND I HAVE NOT YET *BEGUN* TO SPEAK...

...FOR, BELIEVE ME, WHEN I *DO* BEGIN... MY VOICE WILL ECHO LIKE A *BELL*...

... A BELL WHICH WILL SUMMON THE LEGIONS OF *RIGHTEOUS-NESS*...

... AND TOGETHER, WE WILL *CRUSH* YOU, YOU AND ALL YOUR FILTHY *KIND*...

...CRUSH YOU... *LIKE THE VERMIN YOU ARE!*

YOU... YOU'RE *MAD*..!

NO, MY FRIEND... *YOU'RE* THE MAD ONE.

YOU THINK YOU'LL *ESCAPE* OUR VENGEANCE...

...BUT YOU'LL *NEVER* ESCAPE!

THIS RICHARD RALEIGH SWEARS!

OKAY, LITERATURE LOVER... NOW THAT YOU'VE STRUGGLED THROUGH ONE OF THE *LONGEST* INTRODUCTIONS ON RECORD, WHAT SAY WE RE-JOIN OUR THOUGHTFUL HERO THE NEXT EVENING, AS HE SWINGS TOWARD A TENSE *RENDEZVOUS* WITH A GIRL NAMED *GWEN*...

I KNOW I'M JUST *POSTPONING* THINGS WITH GWENDY... THAT AND TRYING TO GET MY THOUGHTS OFF *AUNT MAY*...

... BUT I CAN'T *HELP* KEEPING AN EYE OUT FOR THAT NUTTY *SMASHER* DUDE.

THE WAY HE'S STIRRED THINGS UP, I ALMOST *WONDER* IF--

NO WAY! THE IDEA'S TOO *FAR OUT.*

BESIDES-- IT'S ALL *ACADEMIC,* ANYWAY.

HE'S NOT THE KIND OF PLAYMATE YOU RUN INTO ON EVERY *STREET CORNER.*

BUT WHERE IN BLAZES CAN HE BE *HIDING?*

IT'S KINDA HARD TO SWEEP A GUY THAT SIZE UNDER THE *RUG.*

WELL, I'LL WORRY ABOUT HIM SOME OTHER TIME!

NO MATTER HOW HARD I *TRY*-- I CAN'T HOLD OFF MEETING GWEN *FOREVER.*

I'LL JUST HAVE TO *FACE* HER-- ASK HER IF IT'S ME-- OR *FLASH.*

ANYHOW, THE WAY MY LUCK *USUALLY* RUNS---

THERE'S A NICE SHADOWY SPOT, RIGHT NEAR GWEN'S PAD.

--THE SMASHER WILL COME SKIPPING ON THE SCENE WHEN I LEAST *EXPECT* HIM-- LIKE DURING RALEIGH'S *PARTY.*

TERRIFIC.

SO I MIGHT AS WELL MAKE LIKE "PETER PARKER, BOY FASHION PLATE" AGAIN.

TOO BAD THERE'S NO *PHONE BOOTH* HANDY---

BUT IT'S JUST ONE OF THOSE DAYS.

AW, WHO AM I TRYING TO *KID?*

I'M AS NERVOUS AS A TEENAGER ON HIS FIRST *DATE...*

...OR HIS *LAST* ONE.

AND AT THAT MOMENT, IN THE APARTMENT ABOVE, A LONELY GIRL STANDS STARING OUT A DARKENED *WINDOW...*

...HER THOUGHTS *MILES* FROM THE MAN ON THE TELE-VISION *BEHIND* HER.

I FEEL SO *GUILTY*...THE WAY I SPOKE TO PETER'S AUNT, TOLD HER HOW *MATERNAL* SHE'D BEEN WITH HIM...

WAS IT *THAT* WHICH MADE HER LEAVE..?

AM *I* THE CAUSE OF PETER'S MISERY?

THE WAY PETER SOUNDED ON THE PHONE... SO DISTANT... SO *FORMAL.*

DOES HE *HATE* ME? I-I KNOW HE HAS A *RIGHT* TO--

BUZZZZ

THE *DOOR!* IT'S HIM!

PETER, I--

PLEASE, GWEN--I JUST WANT TO KNOW ONE THING.

IS THERE ANYTHING --ANYTHING AT *ALL*-- BETWEEN YOU AND *FLASH?*

ME AND--?

OH, PETER--YOU DARLING *FOOL!* THERE'S *NOTHING* BETWEEN FLASH AND ME--

WE'RE FRIENDS-- ONLY *FRIENDS,* PETER!

BUT DON'T *ANSWER.* JUST *HOLD* ME--

--HOLD ME-- AND DON'T LET *GO!*

BUT EVENTUALLY THE SURPRISED MR. PARKER *DOES* LET GO, AND SOME THIRTY MINUTES *LATER,* THE REINSTATED LOVERS ARRIVE AT AN EAST SIDE *HOTEL,* WHERE--

AND WHAT A *SPEECH!* I MAY NOT BUY SOME OF HIS *VIEWS*... BUT *ONE* THING'S FOR SURE...

YOU *BLEW* IT, PETEY-O. THE MAN'S ALREADY *BEEN* HERE.

RALEIGH'S *SINCERE!*

SEEMS LIKE MOST OF THE MEDIA *AGREE* WITH YOU, MJ.

WHY *SHOULDN'T* THEY, TIGER? THE MAN HAS *STYLE*...

...AND ISN'T THAT WHAT THE GAME'S ALL *ABOUT?*

FUNNY... I'D ALWAYS THOUGHT *ISSUES* COUNTED IN THERE, SOMEWHERE.

UH OH... LOOK WHO THE LAST *SPEAKER* IS, GWEN.

RALEI

"MR. CHARISMA, 1972!"

--AND, IN *CONCLUSION*, I WOULD LIKE TO SAY---

YOU OLD HAMBONE, YOU'VE BEEN *CONCLUDING* FOR THE PAST HALF HOUR.

BETTER SAY *GOOD NIGHT* BEFORE OUR GUESTS FAINT FROM *HUNGER.*

HERE COMES THE *FOOD,* JAMESON.

YOU KNOW, GWENDY--- IT'S *FUNNY.* I ALWAYS THOUGHT THESE THINGS WERE ATTENDED BY OLD MEN IN *GREY SUITS...*

THAT'S THE *NEW POLITICS,* PETER.

...YET LOOKING AROUND, I CAN SEE PEOPLE OUR AGE... AND *YOUNGER!*

RALEIGH

IT'S NOT JUST *RALEIGH..* IT'S HAPPENING *EVERY-WHERE.*

SO I'VE *HEARD.*

IT'S A NICE FEELING, KNOWING THINGS CAN STILL *CHANGE...* THAT THERE'S STILL ROOM TO *GROW* IN THIS COUNTRY..

HUH?

PETER, IS SOME-THING *WRONG?*

YOUR *FACE--*

IT'S *NOTHING,* GWEN... JUST A TWINGE FROM MY *ULCER.*

I'M GOING TO HAVE TO STOP DRINKING SO MUCH *COFFEE...*

MY *SPIDER-SENSE...* WARNING ME... MAKING ME GLANCE *UP...*

HOLY COW... NO!

IT'S THAT *FIXTURE* ABOVE US... CRACKING, ABOUT TO BREAK APART LIKE *TISSUE PAPER!*

I'VE GOT TO SOMETHING WITHOUT CAUSING AN *ALARM*... AND THAT MEANS *SPIDER-MAN!*

YOU'LL HAVE TO *EXCUSE* ME A MOMENT, GWENDY.

IT'S MY *STOMACH*...

OH! OF *COURSE*, PETER!

THE ONLY WAY TO REACH THE CEILING WITHOUT BEING *SEEN* IS BY DOUSING THE *LIGHTS*.

RIPPING OUT THIS *POWER PANEL* SHOULD DO THE TRICK!

OKAY, SPIDEY... *MOVE*... BEFORE THE LIGHTS GO *ON* AGAIN!

EVERYONE'S MILLING AROUND DOWN THERE... BUT THERE'S NO *PANIC*... YET.

THEY ALL JUST THINK WE BLEW A *FUSE*.

≡*UH OH!*≡ THAT'S WHAT I WAS *AFRAID* OF.. SOMEONE *SEES* ME.

LOOK... ON THE *WALL*...

IT'S A *MAN*... CLIMBING TO THE CEILING!

AT LEAST THEY CAN'T *RECOGNIZE* ME IN THE DARKNESS.

ANYWAY, I DON'T DARE STOP *NOW*... NO MATTER WHAT.

NOBODY CAN MOVE LIKE THAT... EXCEPT *SPIDER-MAN*.

SOMEONE GET A *FLASHLIGHT*. HURRY.

IF THEY DIG UP A *FLASHLIGHT*... THAT'LL BE THE END OF MY *SECRET IDENTITY* BIT.

BUT I CAN'T WORRY ABOUT THAT...NOT TILL THE *FIXTURE* IS SECURED.

THIS IS AS FAR AS I GO.

NOW, EVERYTHING DEPENDS UPON MY *WEBBING*. IT HAS TO BE *STRONG* ENOUGH TO DO THE TRICK.

WHERE'S THAT BLASTED *FLASHLIGHT*?

HE COULD BE DOING *ANY-THING* UP THERE.

COME ON, WEBBING... *COME ON!*

THERE ARE OVER *TWO HUNDRED PEOPLE* DOWN THERE... STRANGERS, ACQUAINTANCES... *FRIENDS!*

I'VE GOT TO DO IT... *I'VE GOT TO!*

NO GOOD-- THE WEBBING'S *NOT STRONG ENOUGH*--

I'VE *BLOWN IT*-- AND BECAUSE I *FAILED*--

GWENDY'S GOING TO *DIE!*

NEXT ISSUE: CATASTROPHE!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

THANKS TO ME, THE CANDIDATE IS A DEAD MAN--

-- AND SPIDER-MAN IS NEXT!

SALE

YOUTH FOR RALEIGH

THE DEADLY DESIGNS OF THE DISRUPTOR!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

THE DEADLY DESIGNS OF THE DISRUPTOR!

1240 2

MY WEBBING'S GOT TO HOLD THAT CRUMBLING FIXTURE-- IT'S GOT TO!

THERE ARE HUNDREDS OF PEOPLE DOWN THERE--AND IF THIS CONCRETE BLOCK FALLS--

--THEY'LL DIE!

--GWEN WILL DIE--AND IT'LL BE MY FAULT--

MY FAULT!

HELP!

--IT'S-- --IT'S GOING TO FALL!

EEEEEEEEK!

SCRIPT: STAN LEE + GERRY CONWAY • ART: JOHN ROMITA, JIM MOONEY + T. MORTELLARO

LETTERING: SAM ROSEN + ARTIE SIMEK • COLORING: STAN G. • EDITOR. ROY THOMAS

FOR ONE TREMBLING MOMENT, THE STRAINING FIXTURE SEEMS TO HOLD--

--AND THEN, EVEN AS PEOPLE SCRAMBLE FROM UNDERNEATH THE SAGGING STRUCTURE--

--A FATAL STRAND OF PETER PARKER'S UNCANNY WEBBING PARTS--

WHUMP!

--WITH DISASTEROUS RESULTS!

SO MUCH FOR SAVING RICHARD RALEIGH'S CONVENTION HALL.

FROM THE WAY THAT SLAB CRUMBLED SO QUICKLY--I'D GUESS SOMEONE TAMPERED WITH ITS SUPPORTS--

--WHICH MEANS THE BELOVED MAYORAL CANDIDATE ISN'T AS WELL LIKED AS WE ALL THOUGHT!

THERE'S SOMEONE MOVING UP THERE--IN THE DUST!

LIGHTS--GET THE LIGHTS ON! IT MUST BE THE SABOTEUR!

OH NO--IF THEY SPOT ME, MY SECRET IDENTITY'S FINISHED!

WAIT! EVEN IF MY WEBBING COULDN'T SAVE THE FIXTURE--

--MAYBE IT CAN SAVE PETER PARKER'S SECRET!

I'LL SPIN IT QUICKLY INTO A SHIELD--

THERE! JUST ENOUGH TO CONCEAL ME.

IF I CAN JUST MAKE IT TO THE WINDOW, I'LL BE IN THE CLEAR.

HE'S GETTING AWAY! STOP HIM, SOMEBODY!

DID IT!

NOW ALL I HAVE TO DO IS PUT MY *SHOES* BACK ON--AND SLIP INTO THE MILLING *CROWD!*

SURE--THAT'S *ALL!*

MEANWHILE, I'VE GOT TO TRY AND FIGURE OUT *WHO'S* BEHIND THESE ATTEMPTS AT RALEIGH'S CANDIDACY--

--*BEFORE* THE ELECTION, MR. RALEIGH. DO YOU THINK INCIDENTS SUCH AS THIS PROVIDE A *THREAT* TO YOUR CAMPAIGN?

ON THE *CONTRARY*, SIR--THEY ARE A *STIMULANT*--

--A CONSCIOUS *ATTACK* AGAINST EVERYTHING DECENT PEOPLE HOLD *DEAR!*

AS SUCH, THEY CAN ONLY SERVE TO FURTHER *DELINIATE* THE LINE BETWEEN GOOD--AND *EVIL.*

--BETWEEN *RICHARD RALEIGH*--AND THOSE WHO WOULD SEE HIS VOICE FOREVER *SILENCED!*

THE PEOPLE OF THIS CITY WANT *ORDER*, MY FRIEND--

--THEY WANT THE CRIMINALS *JAILED*--THE MURDERERS *CRUSHED*--THE MADMEN *DESTROYED!*

THEY *KNOW* WHAT I STAND FOR--*JUSTICE FOR THE COMMON MAN*--

--AND THEY ARE NOT THE *ONLY* ONES WHO KNOW--

"--THE *UNDERWORLD* KNOWS--AND SEES ME AS A FATAL *THREAT* TO THEIR QUIET *CONSPIRACY!*

VOT

FOR

EPENDENT

"THAT'S WHY THEY SENT THAT *SMASHER* CREATURE TO STRIKE AGAINST ME--

"--AND WHY THEY'VE HIRED *SPIDER-MAN*, AS WELL!"

--BUT RICHARD RALEIGH IS NOT *EASILY* FRIGHTENED.

HE WILL *CONTINUE* TO FIGHT--

--AGAINST *ALL* WHO OPPOSE HIM!

THAT WAS RICHARD M. RALEIGH--

--THE MAN MANY POLITICAL EXPERTS CLAIM IS DESTINED TO BECOME--THE NEXT *MAYOR* OF *NEW YORK!*

...JUST CAN'T *UNDERSTAND* IT!

RALEIGH ISN'T THE SORT OF MAN WHO *ANTAGONIZES* EXTREMIST GROUPS. IN MANY WAYS, HIS ATTITUDES ARE PRETTY *LIBERAL*--

--AS WELL AS BEING *CONSERVATIVE* ENOUGH TO STAY IN THE MAINSTREAM--

--SO WHY ALL THESE ATTEMPTS TO *RUIN* HIM?

PETER!

IT'S NOT LIKE THE MOB TO TAKE SUCH AN *OBVIOUS* PART IN POLITICS --I JUST CAN'T *BUY* THE IDEA THAT--

PETER, OVER HERE!

GWEN! I'VE BEEN LOOKING ALL *OVER* FOR YOU--

I WAS *WORRIED* ABOUT YOU-- AFRAID YOU MIGHT'VE BEEN *HURT--!*

YOU-- WERE WORRIED ABOUT *ME?*

PETER, YOU DEAR BOY-- WHEN ARE YOU EVER GOING TO *LEARN?*

PARKER--WHERE IN *BLAZES* HAVE YOU BEEN?

I DON'T PAY YOU A PHOTOGRAPHER'S *SALARY* TO FIND YOU WANDERING AROUND LIKE A--

--LIKE A MAN ON HIS *NIGHT OFF,* J.J.J.?

I'LL SEE YOU IN THE *MORNING.*

RIGHT *NOW*-- I'VE TWO FAIR DAMSELS TO ESCORT *HOME!*

MOMENTS LATER, ON MANHATTAN'S CENTRAL PARK WEST...

I WONDER WHAT SPIDER-MAN *WAS* DOING UP ON THE CEILING, MR. PARKER?

YOU KNOW HOW IT IS, MISS STACY! *SOME* GUYS WILL FREE-LOAD *ANYWHERE.*

I WONDER HOW IT WOULD *SOUND...?*

"MARY JANE RALEIGH!"

KNOW SOMETHING? I *LIKE* IT. IT'S GOT *PIZAZZ!*

KEEP
KITY
KLEAN

HEAVENS! HAS MY LOVER-BOY *BETRAYED* ME?

UH-OH... *NOW* WHAT?

HOW *ABOUT* THAT! WHO DO YOU KNOW WITH DARK, SILKY *HAIRS*, CASANOVA?

NO, THEY'RE *NOT* HAIRS. THEY LOOK LIKE---PART OF A *SPIDER WEB!*

THAT'S ALL I *NEEDED.*

CHEER UP, PETEY LAD. I WAS ONLY *FUNNIN'* YOU.

THOSE LITTLE WEB STRANDS FELL ON ALMOST *EVERYBODY* BACK AT THE EAT-IN.

FOR A MOMENT YOU LOOKED AS STARTLED AS *SPIDER-MAN* MIGHT!

HEH HEH! YOU SURE ARE A GREAT LITTLE KIDDER.

I WONDER IF RALEIGH DIGS *REDHEADS?*

MEANWHILE, SEVERAL BLOCKS ***SOUTH,*** *IN A DARKENED APARTMENT OVERLOOKING THE FETID WATERS OF THE* ***HUDSON RIVER,*** *A MASKED FIGURE MAKES CERTAIN* ***REVEALING*** *ACCUSATIONS--AND YET* ***ANOTHER*** *PLAYER JOINS OUR EVER-GROWING* ***CAST!***

YOU BRAINLESS *BUNGLERS!*

THE PLAN WAS PERFECT-- *PERFECT!*

IF IT HADN'T BEEN FOR THAT COSTUMED *INTERLOPER,* HALF OF RALEIGH'S SUPPORTERS WOULD BE *DEAD--*

YOU SHOULD HAVE *SHOT* HIM--*KILLED* HIM.!

NOW--I MUST SEE TO IT *MYSELF!* HE'LL PAY FOR THIS--DO YOU *HEAR?*

CRACK!

HE'LL *PAY!*

I CANNOT PERMIT SOME DERANGED *DO-GOODER* TO UPSET MY CAREFULLY CONCEIVED *TIME-TABLE!*

I'VE GONE TOO *FAR* FOR ANY-THING TO STOP ME NOW.

THERE'S TOO MUCH AT STAKE. THE *PRIZE* IS TOO GREAT.

EVERYTHING DEPENDS UPON THE NEXT FEW DAYS.

SWELLING *SUCCESS*--OR BLACK, BITTER *FAILURE*: THE ONLY STAKES ON WHICH A MAN MAY *TRULY* WAGER HIS LIFE--

SUCCESS-- AND THUS, *LIFE*--

--OR *DEFEAT*--AND *DEATH!*

AND THERE CAN *ONLY* BE SUCCESS FOR THE *DISRUPTOR!*

THAXTON! ARE YOU *DOWN* THERE, YOU CRINGING MILKSOP?

I WANT TO SEE HOW THE *PROJECT* IS PROGRESSING.

WE CANNOT AFFORD A SECOND *FAILURE*... DO YOU HEAR?

I HAVE BEEN *WORKING*... NIGHT AND DAY.

YOU KNOW THE *PRICE* YOU WILL PAY IF ANY-THING GOES WRONG AGAIN.

THEN GIVE ME *TIME*. I MUST HAVE MORE *TIME*.

YOUR TIME HAS NEARLY *RUN OUT*.

IT'S *NOW*... OR *NEVER!*

BUT, EVERYTHING WOULD HAVE BEEN *PERFECT*...IF *SPIDER-MAN* HAD NOT INTERFERED.

MY GREATEST CREATION PERFORMED EXACTLY AS I *PROMISED*.

BUT NOW, HE NEEDS NEW *ADJUSTMENTS*... NEW *MODIFICATIONS* ...TO ENABLE HIM TO COPE WITH OPPONENTS LIKE *SPIDER-MAN!*

WHEN I LEARNED OF YOUR EXPERIMENTS IN BIO-CHEMISTRY... THE EXPERIMENTS WHICH CAUSED YOU TO BE *SHUNNED* BY THE MEDICAL PROFESSION...I KNEW YOU WERE THE ONE I WANTED.

AND, WE HAVE *SUCCEEDED*. BY ALTERING THE GENES OF A COMMON THUG, WE'VE CREATED A SUPER-POWERFUL *MONSTER!*

BUT, SO LONG AS HE IS STILL *NOT* TRULY INVINCIBLE... SO LONG AS *SPIDER-MAN* CAN DEFEAT HIM...YOU HAVE NOT COMPLETELY FULFILLED YOUR COMMITMENT.

YOU HAVE NOT COMPLETELY CREATED--THE SMASHER!

I'VE GIVEN HIM NEW *CIRCUITS*... NEW *STRENGTH*...

BUT, CAN HE DEFEAT *SPIDER-MAN*?

THAT'S ALL THAT MATTERS!

HE MUST BE *PERFECT*, DO YOU HEAR? *PERFECT!*

HE'S ONLY THE *FIRST.*

FOR I HAVE THE *BRAINS*... THE *GUTS*... AND SOON, THE *POWER*... TO RULE THE *WORLD!*

ONE DAY I'LL HAVE AN ENTIRE *ARMY* OF SUCH CREATURES!

BUT, FIRST THINGS FIRST.

GIVE ME THE HAND-HELD *CONTROL UNIT* YOU'VE BEEN WORKING ON... *NOW!*

YES! YES! HERE.. TAKE IT. *TAKE* IT.

GOOD! NOW, THERE'LL BE NO *CHANCE* OF HIM FAILING!

FOR *I* WILL BE *CONTROLLING* OUR MAN-MADE MONSTER... EVERY MOMENT OF THE DAY.

WAIT! NOT SO QUICKLY. IT CAN STILL BE *DANGEROUS.*

LET ME EXPLAIN ITS *OPERATION.* PLEASE-- I BEG OF YOU.. *WAIT!*

SHUT UP, YOU SNIVELLING FOOL.

THE *DISRUPTOR* WAITS FOR NOTHING--NOT NOW, NOT WHEN I'M SO VERY *CLOSE!* I'M SO HUNGRY FOR MY NEW-FOUND *POWER* THAT I CAN ALMOST *TASTE* IT!

ACTIVATE ALL CIRCUITS... NOW!

MORE POWER. GIVE HIM STILL MORE.

THE SMASHER MUST BE AT MAXIMUM STRENGTH WHEN HE DOES ULTIMATE BATTLE WITH THAT CURSED WALL-CRAWLER!

ARRGHHHH!

TOO MUCH! HE'S RUNNING AMOK. I WAS AFRAID OF THIS.

WHAT DO I DO, THAXTON? QUICKLY, MAN... TELL ME.

THE NULLIFY BUTTON... TAP IT TWICE... HURRY.

I DID IT. IT'S WORKING. HE'S BEGINING TO SLOW DOWN.

I'LL NEED MORE TIME TO PRACTICE WITH THIS NEW CONTROL UNIT.

MEANWHILE, REMAIN MOTIONLESS, YOU BRAINLESS BEHEMOTH.

RAISE YOUR HAND AGAINST ME AGAIN, AND I'LL DESTROY YOU ON THE SPOT.

SO SPEAKS THE DISRUPTOR!

SO SPEAKS DEATH!

JUST A FEW MORE ADJUSTMENTS AND HE'LL BE *UNBEATABLE*... I PROMISE YOU!

LET US *HOPE* SO, THAXTON... FOR *YOUR* SAKE.

AND NOW... I'LL ORDER OUR LITTLE CRIME WAVE TO *CONTINUE*.

*YET EVEN AS THE MYSTERIOUS MASKED MAN PLOTS THE CANDIDATE'S POLITICAL **DESTRUCTION**, OTHER MEN PLAN HIS ELECTORAL **VICTORY** IN THE TOWNHOUSE OF A CERTAIN CAUSTIC **PUBLISHER**...*

HOW ABOUT JOINING OUR COMMITTEE TO RAISE FUNDS FOR RALEIGH'S CAMPAIGN, ROBBY?

I'LL THINK ABOUT IT, JONAH!

THINK ABOUT IT? MY *NEWSPAPER* IS SQUARELY BEHIND THE MAN.

WHAT *MORE* DO YOU HAVE TO KNOW?

DIDN'T YOU *ALSO* PREDICT A HUMPHREY LANDSLIDE?

IT'S *NOT* THE SAME KIND OF THING, NORMAN--

RALEIGH'S THE ONLY MAN WITH THE GUTS TO GIVE THIS TOWN WHAT IT *NEEDS!*

THAT'S A PRETTY *GENERAL* STATEMENT, JAMESON.

RALEIGH WILL HAVE TO BE A BIT MORE *SPECIFIC* BEFORE HE GETS NORMAN OSBORN'S VOTE!

HOW MUCH MORE SPECIFIC CAN HE *GET?*

NOW, JONAH ... WHAT DOES ANYONE REALLY *KNOW* OF RICHARD RALEIGH?

HE *PHOTOGRAPHS* WELL, IS AGAINST *SIN*, AND SUPPORTS MOTHER-HOOD AND APPLE PIE.

ARE YOU *QUESTIONING* MY JUDGEMENT, ROBBY?

NO, JONAH-- JUST THIS MAN CALLED *RALEIGH!*

THINK OF *THIS*, MISTER... IF BOTH *SPIDER-MAN* AND THE *UNDERWORLD* ARE AGAINST RALEIGH, HE'S *GOT* TO BE THE BEST MAN.

MAYBE SO, BUT MY YEARS ON THE NEWS-PAPER HAVE MADE ME *SUSPICIOUS* OF ANY-THING THAT SEEMS TOO PAT.

BAH! YOU SHOULD LEARN TO BE MORE *TRUSTING*... AND SYMPATHETIC... LIKE *ME!*

BUT I'VE HAD *ENOUGH* OF THIS NONSENSE-- I DIDN'T ASK YOU MEN OVER HERE TO *ARGUE.*

RALEIGH'S HAVING A PRIVATE *MEETING* IN HALF AN HOUR-- DO YOU WANT TO *JOIN* ME?

I'D *LIKE* TO, JONAH...

BUT I PLANNED TO DO SOME *READING* TONIGHT!

READING?

...WHEN YOU'VE A CHANCE TO MEET OUR NEXT *MAYOR?*

I MAY LEARN *MORE* ABOUT HIM BY STUDYING THESE *RECORDS*.

THEY'RE *REPORTS* I'VE GATHERED CONCERNING RALEIGH'S *BACKGROUND!*

BACKGROUND, SHMACKGROUND! WHAT DIFFERENCE DOES *THAT* MAKE?

HE'S *MY* TYPE OF CANDIDATE...AND *THAT'S* ALL THAT MATTERS.

YOU NEVER *WOULD* LET YOUR JUDGMENT BE CLOUDED BY FACTS, JONAH.

FACTS? *WHAT* FACTS? I KNOW ALL I *NEED* TO KNOW ABOUT THE MAN.

MAY HEAVEN *PROTECT* US FROM THOSE WHO KNOW ALL THEY *NEED* TO KNOW... ABOUT ANYTHING.

HOWEVER, SINCE THE NAME OF OUR MIRTHFUL MAG IS *SPIDER-MAN*, LET'S SEE WHAT THE WEARY WEB-SPINNER IS *DOING* ALONG ABOUT NOW...

I HATED TO LEAVE GORGEOUS *GWENDOLYN*, BUT THE SHOW MUST GO ON.

I WON'T BE ABLE TO *REST* TILL I PICK UP THE TRAIL OF THAT MAN-MONSTER CALLED *THE SMASHER*--

--AND MAYBE *LEARN* WHAT THIS WHOLE GAME'S ALL *ABOUT!*

=UH OH!= MY *SPIDEY SENSE* IS TINGLING AGAIN.

MUST BE SOMETHING *WRONG* IN THE AREA!

IT'S A *STICK-UP*... ON THAT PENTHOUSE TERRACE BELOW!

SAY, I JUST *REMEMBERED* SOMETHING...

THAT'S WHERE THE PAPER SAID THEY'RE HOLDING A BIG *FUND-RAISING* PARTY...

FOR NONE OTHER THAN BIG DADDY *RALEIGH*.

I'LL SET UP MY *CAMERA*, SO PETER PARKER CAN HAVE SOME PIX TO MOLLIFY JOLLY JONAH--

--AND THEN IT'S TIME FOR *FUN 'N GAMES!*

I'M NOT CARRYING AN *INVITATION*...

BUT SOMEHOW, I DON'T THINK THEY'LL *MIND*.

YOU *HEARD* ME. HAND OVER ALL THE *LOOT* YOU COLLECTED.

WE AIN'T ABOUT TO LET THAT PUNK *RALEIGH* GET ELECTED IN *THIS* TOWN.

DON'T SHOOT! *DON'T SHOOT!* JUST TAKE WHAT YOU *WANT*.

BEST OFFER I HAD ALL DAY!

BUT SUDDENLY, A SPINNING WEB DROPPETH AS THE GENTLE RAIN FROM HEAVEN UPON THE PLACE BENEATH---

IT'S SPIDER-MAN! *GET 'IM!*

HEY, WYATT EARP, WHERE DID YOU PRACTICE YOUR *MARKSMANSHIP*... IN THE PENNY ARCADE?

HERE I AM SEARCHING FOR AN OVERSIZED BATTERING RAM, AND I FIND THREE TRIGGER-HAPPY HOODS.

OH, WELL, IT'S THE STORY OF MY LIFE.

KRAK!

HERE, CHARLIE... I'LL MAKE IT *EASY* FOR YOU...

YOU CAN PROBABLY DO *BETTER* WITH YOUR EYES *SHUT*.

GIVE IT TO THEM, SPIDER-MAN.

OH, IF YOU COULD ONLY *VOTE*.

ZAP!

YOU LOOK *TIRED*, LITTLE FELLA--- SO *NITEY NIGHT*.

YOU CAN DREAM ABOUT HOW *LUCKY* YOU ARE THAT I ONLY *TAPPED* YOU.

THAP!

NOW AREN'T YOU TWO *ASHAMED* OF YOURSELVES, REACHING FOR YOUR *GUNS* UNDER THERE?

BUT, DON'T WORRY... YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN* WON'T LET YOU GET INTO ANY MORE *TROUBLE*. SEE?

ZONK!

WISH I COULD THINK OF A REAL QUOTABLE *EXIT SPEECH*, GROUP.

BUT ALL I KNOW IS: "THE BOY STOOD ON THE BURNING DECK".

AND *THAT'S* BEEN SAID BEFORE.

WISH I COULD BE AS CHEERFUL AS I *SOUND*--

--BUT SOMEHOW EVERYTHING'S TURNED *SOUR*-- AND IT'S NOT JUST BECAUSE OF MY *ULCER.*

NO--IT'S SOMETHING I JUST *REMEMBERED*--

--AND I DON'T KNOW *HOW* I COULD HAVE FORGOTTEN THIS LONG!

MR. PARKER... SOMETIMES YOU'RE A REGULAR *HEEL!*

*SILENTLY, HE SLIPS INTO THE UPPER EAST SIDE **APARTMENT** HE SHARES WITH HARRY OSBORN--*

*--AND AFTER **PAUSING** TO MAKE CERTAIN HE'S **ALONE**--*

*--HE QUICKLY DIALS AN UPSTATE AREA CODE--AND WAITS **TENSELY** FOR AN ANSWER!*

DOCTOR OCTAVIUS' RESIDENCE.

THIS IS *MAY PARKER* SPEAKING... OH, *PETER!* I'VE BEEN SO *WORRIED* ABOUT YOU...

ALL THOSE TERRIBLE *DISTURBANCES*--BUT NOW I'M ACTING LIKE A SILLY OLD *AUNT!*

I *KNOW* YOU CAN TAKE CARE OF YOURSELF, PETER...

...AND YOU MUSTN'T WORRY ABOUT *ME,* EITHER.

DOCTOR OCTAVIUS' BUSINESS ASSOCIATES HAVE BEEN JUST *WONDERFUL*...SO DON'T YOU *FRET,* PETER DEAR.

BUT, AUNT MAY-- YOU CAN'T *STAY* THERE--

OH--*NEVER-MIND.* JUST TAKE CARE OF YOURSELF, OKAY?

WHY SO *GLOOMY,* PETE? IS IT YOUR *AUNT?*

WHAT *ELSE?* SHE'S STILL CONVINCED DOC OCK'S AN *ANGEL*...

...EVEN IF HE *IS* IN JAIL!

WELL, *LOOK*-- I'VE GOT JUST THE *REMEDY*--

--THE RALEIGH *YOUTH RALLY.*

EVERYONE'S *TALKING* ABOUT IT--APPARENTLY, RALEIGH'S MADE A REAL *EFFORT* TO INVOLVE THE YOUNG VOTERS--!

WHAT'S SO NEW ABOUT *THAT?*

VOTE RICHARD RALEIGH

FORGET YOUR TROUBLES A MOMENT, PETE--AND *LISTEN.*

--EVERYONE, *EVERYWHERE*-- TRULY A *PART* OF THIS URBAN COMPLEX--THAT'S MY GOAL, AND MY *DREAM,* AS WELL!

NO LONGER MUST WE SERVE THE *CITY*--NOW, THE CITY MUST SERVE *US*--

--THE CITY MUST SERVE *YOU*--

--AND SOMEDAY WE'LL HAVE A SOCIETY WE CAN BE *PROUD* OF-- A SOCIETY THAT TREATS RICH AND POOR, YOUNG AND OLD--*ALIKE!*

OUR CHOICE

STOP CRIME

VOTE FOR

COMES ON PRETTY *STRONG,* DOESN'T HE, HARRY?

THAT'S THE RALEIGH *STYLE,* PETE--SINCERITY, HONESTY-- THINGS YOU DON'T NORMALLY *FIND* IN A POLITICIAN.

I GUESS SO HARRY.

BUT I WISH I COULD *BELIEVE* IT. NOBODY'S THAT PERFECT...

...OR AM I JUST BEING *CYNICAL?*

HEY, *TIGER*-- WHERE'VE YOU *BEEN?*

GWEN AND I HAVE BEEN *WAITING* FOR YOU TWO--

HARRY AND I GOT CAUGHT IN *TRAFFIC* ON THE WAY DOWN, MARY JANE.

TRAGEDY STRIKES *SUDDENLY,* HANDSOME.

HOW ABOUT A *CHILI-DOG* TO WARM YOUR HEART?

DON'T YOU *DARE,* PETER--REMEMBER DR. THOMPSON'S *WARNING!*

THAT'S *RIGHT,* PAL. YOUR A *SICK BOY!*

WE WOULDN'T WANT YOU DOUBLED OVER IN PAIN FROM AN *ULCER-ATTACK,* NOW WOULD WE, PETER?

PETER--?

MY SPIDER-SENSE-- *TINGLING!* SOMETHING'S GOING TO *HAPPEN*--

--SOMETHING *DANGEROUS!*

GOOD GUESS, HERO--

--BUT DANGER'S AN UNDERSTATEMENT WHEN YOU DEAL WITH--

--THE DISRUPTOR!

VOTE

THAT CAR--IT'S GIVING OFF SOME KIND OF TEAR GAS!

IT'S BURNING--LIKE ACID!

WHONK!

HISSSSSS

LOOK OUT--THEY'RE HEADED THIS WAY!

MORE TROUBLE--IT SEEMS TO FOLLOW RALEIGH WHEREVER HE GOES!

HE MUST'VE MADE QUITE A FEW ENEMIES--

--OR A WEIRD GROUP OF FRIENDS!

AT ANY RATE, IT'S GOING TO TAKE THE POLICE A WHILE TO GET HERE--

--AND SINCE THEY'RE A FEW HUNDRED INNOCENT PEOPLE OUT THERE--

--I'D BETTER GET MOVING--PRONTO!

WHERE IS HE?

WHERE IS RICHARD RALEIGH?

I WANT HIM--DEAD OR ALIVE--

--AND I WANT HIM NOW!

THEY DON'T SEEM TOO *HELPFUL*, BOSS.

YOU WANT WE SHOULD *ENCOURAGE* THEM A BIT?

DON'T BE A *FOOL!* WE'VE NO TIME TO WASTE ON PETTY DISPLAYS OF *FORCE*--

THE DISRUPTOR HAS FAR MORE *IMPORTANT* MATTERS TO ATTEND TO!

REGISTER

THOSE *REGISTRATION* STANDS--

BURN THEM *DOWN!*

UH-*UH*, HANDSOME! THOSE STANDS HOLD SOME PRETTY VITAL *RECORDS*--

--RECORDS PEOPLE NEED IN ORDER TO *VOTE*--

--AND WHETHER YOU LIKE IT OR *NOT*, "DISRUPTOR"--

THWIP!

SPIDEY SAYS NO!

PLINK!

ZZZZT!

SOME VERY STRANGE *THINGS* HAVE BEEN HAPPEN-ING LATELY--

BUT IF YOU'RE THE CLOWN *BEHIND* THEM, PAL--

--IT'S *TIME* WE SETTLED THE *SCORE!*

--THINGS THAT DON'T SEEM TO MAKE MUCH *SENSE*--

ZAT!

BUNT!

AND SO WE *WILL*, MY COSTUMED FRIEND-- WHEN I MAKE YOU *PAY* FOR YOUR CURSED *INTERFERENCE!*

I'VE PLANNED TOO *LONG*-- WORKED TOO *HARD*--

--TO HAVE IT RUINED BY SCUM LIKE *YOU!*

BUT THAT ACCOUNTING WILL HAVE TO WAIT TILL A MORE *OPPORTUNE* MOMENT--

--FOR NOW, I HAVE AN APPOINTMENT *ELSEWHERE*--

--AN APPOINTMENT THAT WILL DECIDE THE *FATE*--*OF RICHARD RALEIGH!*

DRIVE, YOU IMBECILE-- *DRIVE!*

HE'S *ESCAPING*--AND I WON'T BE ABLE TO *STOP* HIM!

HIS MEN ARE *WELL-TRAINED*-- AND THERE ARE SO *MANY*--I JUST CAN'T *BREAK AWAY*--

--'CAUSE IF I DO-- AND THEY BURN THOSE *RECORDS*--

--I'LL HAVE *FAILED*--

--AND *THEN* WHERE WILL I BE?

THAT'S RIGHT, YOU FOOL-- *FIGHT* THEM! WEARY YOURSELF--UNTIL IT'S AN *EFFORT* TO STAND!

AND WHEN THE MOMENT COMES-- AND YOU'RE AT YOUR *WEAKEST*--

--*THEN* WILL THE DISRUPTOR STRIKE--*AND THE SMASHER WITH HIM*--

NOT EXACTLY THE MOST PLEASANT VILLAIN IN THE WORLD--BUT THEN, NOT EVERYONE CAN BE DOC OCK.

AND ON THAT NOTE, LET'S LOOK FORWARD--TO EARLY EVENING-- AND THE OFFICES OF RICHARD RALEIGH, WHERE--

YOU *HEARD* ME, RALEIGH--THE MOB DOESN'T *LIKE* YOU!

AND WHAT THE MOB DOESN'T *LIKE*--IT CRUSHES-- *DESTROYS!*

LITTLE MAN--YOU *FRIGHTEN* ME.

TELL YOUR EMPLOYER TO--OH, *HELLO,* JAMESON. COME *IN.*

I HOPE I'M NOT *INTERRUPTING* ANYTHING, MR. RALEIGH.

NOT A *THING*, JAMESON.

MR. SAMUELS WAS JUST *LEAVING*--

WEREN'T YOU, MR. SAMUELS?

YOU'LL *REGRET* THIS, RALEIGH.

I THINK *NOT*, MR. SAMUELS.

DON'T WORRY ABOUT *HIM*, R.R. OR MY MAN, *ROBERTSON*--WITH ALL THAT BACKGROUND MATERIAL HE'S DIGGING UP--

--MY PAPER'S BEHIND YOU 100%--I *PROMISE* YOU!

--*BACKGROUND MATERIAL?*

IT'S NOTHING R.R....NOTHING AT ALL!

ROBERTSON'S ALWAYS BEEN A *SKEPTIC*--APPOINTING HIMSELF A ONE-MAN *WATCHDOG* COMMITTEE!

HE'S BEEN DOING RESEARCH ---LOOKING INTO YOUR *PAST*.

ALL TO THE *GOOD*, I SAY!

WHEN ROBERTSON FINDS YOU *CLEAN*--YOUR VICTORY IS *ASSURED*.

ONE THING I ALWAYS PRIDED MYSELF UPON IS.. I'M AN *INFALLIBLE* JUDGE OF CHARACTER!

THANK YOU, JONAH.

YOUR CONFIDENCE IS *MOST* FLATTERING.

BUT NOW, LET'S PROCEED WITH THE *INTERVIEW*.

I'M AFRAID MY *TIME* IS VERY LIMITED.

NATURALLY, NATURALLY. LUCKY FOR *YOU*, J. JONAH JAMESON IS A MAN OF *FEW* WORDS.

TIME IS *MONEY*, I ALWAYS SAY.

BACKGROUND MATERIAL, EH? WAIT'LL THE BOSS HEARS *THIS!*

AND A SHORT TIME LATER, AS A PEARL-WHITE MOON LIFTS OVER THE MANHATTAN SKYLINE...

THAXTON! WE MUST SPEED UP OUR TIMETABLE.

I'VE COMPLETED WORK ON THE HAND-HELD *CONTROL UNIT*.

EVERYTHING IS *READY* FOR YOU.

I WAN'T HIM READY TO GO INTO ACTION... *TONIGHT!*

YOU'RE JUST IN *TIME*, SIR--

I'VE BEEN TRYING TO *REACH* YOU.

EVERYTHING IS COMPLETELY *FOOLPROOF* NOW.

THAT TRANSISTORIZED *MINI-UNIT* WILL GIVE YOU COMPLETE *CONTROL* OF HIS EVERY ACTION.

GOOD. GOOD.

THEN LET'S GET *STARTED.*

I'VE SECURED AN IONIC *NEURO-BAND* TO HIS SKULL.

SHOULD HE SEEK TO *DEFY* YOU, YOU CAN *SHOCK* HIM INTO TOTAL OBEDIENCE AT THE PUSH OF A *BUTTON.*

AND NOW, I'LL *AWAKEN* HIM.

UHHHH! MY *HEAD!* WHAT'S THIS *PAIN*... IN MY *HEAD?*

HE SEEMS DIZZY-- *DISORIENTED.* AND YET--I CAN ALMOST FEEL HIS WILL *BUCKLING*--

--COMING TOTALLY UNDER MY *CONTROL!*

IT'S *TRUE*-- LOOK AT HIS *EYES!*

THEY'RE BLANK-- *STARING*-- FILLED WITH UNCONTROLLABLE *RAGE!*

SMASHER! LISTEN TO ME-- TO YOUR *MASTER!*

I WANT YOU TO FIND *JOSEPH ROBERTSON*-- I WANT YOU TO *BRING* HIM TO ME--

--*DEAD*-- OR *ALIVE!*

YOU'VE *DONE* IT, THAXTON! YOU'VE CREATED THE *SUPREME WEAPON!*

NEXT *COUNTDOWN TO CHAOS!*

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN®

™

THE MOMENT IS NOW!

ATTACK!

HE--DOESN'T NEED--ANY COACHING, PAL!

BUT I NEED HELP--OR ELSE!!

J.R.

THE SMASHER STRIKES!
THE DISRUPTOR DESTROYS!
ALL THIS AND A SHOCK ENDING, TOO!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

•SCRIPT: STAN LEE & GERRY CONWAY • ART: JOHN ROMITA, JIM MOONEY & TONY MORTELLARO•

COUNTDOWN TO CHAOS!

DON'T MOVE, ROBERTSON!

THE DISRUPTOR WANTS TO SEE YOU!

AND WHAT THE DISRUPTOR WANTS -- THE SMASHER GETS!

YOU GOT IT, PILGRIM... JUST YOUR AVERAGE EVENING AT THE OFFICES OF THE DAILY BUGLE!

--MAYBE THE LAST SUCH EVENING JOE ROBERTSON WILL EVER KNOW!

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• LETTERING: SAM ROSEN & DUFFY • COLORING: STAN G. • EDITOR: ROY THOMAS •

AND IF YOU **DON'T** COME--YOU MUST **DIE!** THOSE ARE--MY **ORDERS!**

I--- **HAVE** TO--OBEY.

ORDERS? OBEY?

WHAT CAN IT ALL **MEAN?**

IT'S THE SAME DEADLY **GIANT** THAT SPIDER-MAN FOUGHT NOT LONG AGO.

BUT, WHO **IS** HE? **WHAT** IS HE?

WHY THE EERIE **GLOW** AROUND HIS BODY?

THAK!

AND, MOST **IMPORTANT** OF ALL...

WHY DOES HE WANT TO **KILL** ME?

...AND HOW CAN I **STOP** HIM?

PERHAPS IF I TRY TO **STALL** HIM--MAYBE THE **POLICE--!**

A SLIM **CHANCE**--BUT IT'S THE ONLY ONE I'VE **GOT!**

IF...IT'S **MONEY**... YOU WANT...

IT **ISN'T** MONEY. IT'S YOUR **LIFE.**

I'VE HEARD CORNY LINES **BEFORE**...

BUT **YOURS** COME RIGHT OUT OF THE "VILLAINS' MANUAL".

POK!

SPIDER-MAN!

NOT EVEN YOU CAN STOP ME NOW.

MAYBE NOT, CHARLIE... BUT I'M SURE GONNA TRY.

BETTER MOVE, ROBBIE-- BUT FAST!

I'LL HOLD HIM OFF... TILL YOU'RE SAFE.

HE SAID... HE WAS ORDERED TO... KILL ME.

WELL, I DIDN'T FIGURE HE WAS REPRESENTING THE WELCOME WAGON.

LOOK OUT! HE'S GETTING UP...

RUN, ROBBIE, BEFORE HE... UNHH!

YOU CAN'T GET AWAY FROM ME.

I'M NOT GONNA FAIL AGAIN... NOT THIS TIME.

DON'T BET ON IT, BIG MAN.

YOU'VE GOT LOSER WRITTEN ALL OVER YOU.

HUH..?

THWIPP!

WHHIT!

IT'S LIKE TRYING TO HOLD BACK A HURRICANE.

BUT-- WHY IS HE ATTACKING THE BUGLE'S CITY EDITOR?

WHAT CAN HE POSSIBLY WANT?

YOU PUNY *FLEA*... I'LL SETTLE WITH *YOU* LATER.

...*AFTER* I GET ROBERTSON ... FOR THE DISRUPTOR!

HE *MEANS* IT...

HE'S NOT EVEN *WORRIED* ABOUT ME.

AND THAT *CRACK* ABOUT THE DISRUPTOR--

I'VE A HUNCH I MIGHT WANT TO *FOLLOW* HANDSOME--

-- WHICH MEANS I USE MY *SPIDEY TRACER!*

AGAIN?

HOW DID YOU GET *UP* SO FAST?

I TOSSED YOU AT LEAST A *DOZEN FEET!*

THAT'S WHAT *YOU* THINK, SYDNEY.

I JUST *BACK-FLIPPED* OUT OF THE WAY...

'CAUSE YOU'VE GOT *BAD BREATH.*

ALL RIGHT, WISE GUY... THAT *DOES* IT!

ROBERTSON CAN *WAIT.*

YOU'RE GONNA *EAT* THOSE WORDS.

WHEN I'M *DONE* WITH YOU, THERE WON'T BE ENOUGH *LEFT* FOR A *FLY SWATTER!*

I'LL *TEAR* YOU APART WITH MY *BARE HANDS.*

IT *WORKED!* I GOT HIM SO *MAD*, HE'S GOING AFTER *ME* INSTEAD OF ROBBIE!

AT *THIS* RATE, I COULD END UP AS THE GREATEST SUCCESS...IN THE *CEMETERY.*

MY ONLY CHANCE IS TO LURE HIM UP TO THE *ROOFTOPS*...

WHERE THE ADVANTAGE WILL BE *MINE*...I *HOPE*.

GOT TO GET HIM AWAY FROM THE *BUGLE OFFICES*--

THEN MAYBE I'LL FIGURE OUT WHAT'S *GOING ON!*

MAN! LOOK AT HIM *SCRUNTCH* HIS FINGERS INTO THAT *WALL*...TO GET A *HANDHOLD!*

BRAKK!

I THOUGHT HE'D HAVE LOST HIS *FOOTING* BY NOW---

BUT THAT MUSCLE-BOUND KILLER MUST BE PART *MOUNTAIN GOAT.*

SHAKE A LEG, SEYMOUR. A FELLA COULD FALL *ASLEEP* WAITING FOR YOU.

I'LL *BE* THERE... SOONER THAN YOU *EXPECT.*

THERE'S NO PLACE *YOU* CAN REACH THAT *I* CAN'T!

IF I COULD JUST MAKE *SENSE* OUT OF IT! TWO DAYS AGO HE WAS ATTACKING *BILLBOARDS* WITH RICHARD RALEIGH'S *FACE* ON THEM*--

NOW HE'S AFTER JOE ROBINSON--AND THAT NUTTY *DISRUPTOR* CHARACTER'S *IN* ON IT!

IT'S CRAZY-- JUST *CRAZY!*

*SPIDEY #116.--RT.

RUN ALL YOU *WANT* TO, FREAK.

YOU'RE AS GOOD AS *DEAD.*

DON'T *BET* ON IT, CHUCKLES!

SKRAK

IN CASE YOU HADN'T *GUESSED*--

THIS IS WHERE WE SAY *BYE-BYE!*

WHEW... THAT MAN-MONSTER'S JUST INCREDIBLE--

FOR A MOMENT, I THOUGHT I'D HAVE TO TANGLE WITH HIM AGAIN--

--WHICH WOULD RUIN EVERYTHING--

--ESPECIALLY WHATEVER HOPE I HAVE OF FINDING THE DISRUPTOR!

NOW ALL I HAVE TO DO IS WAIT--!

SOONER OR LATER, THE SMASHER'S BOUND TO LEAD ME-- HUH?

IT'S GWENDY AND THE GANG--DOING SOME LAST-MINUTE ELECTIONEERING FOR RICHARD RALEIGH!

VOTE FOR RALEIGH

AND I DO MEAN LAST-MINUTE! IT'S THE NIGHT BEFORE THE ELECTION-- NEARLY MIDNIGHT--

--AND IT'S ILLEGAL TO CAMPAIGN AFTER 12 O'CLOCK!

MOMENTS LATER...

HEY, LADY-- GOT A MINUTE FOR A RALEIGH RECRUIT?

PETER!

HEY, ROOM-MATE, WHERE THE HECK HAVE YOU BEEN, ANYWAY?

WE'VE BEEN-- HEY, PETE? MR. PARKER?

SIR?

FORGET IT, HARRY!

CAN'T YOU SEE THEY'RE INTO A WHOLE OTHER WORLD?

LET THEM BE, HARRYKINS--

SORRY, MJ--

--AND MAYBE PAY A LITTLE MORE ATTENTION TO YOUR OWN GIRL?

WASN'T THINKING!

OKAY. SO THINGS ARE STILL A LITTLE MURKY, RIGHT? HAVE **PATIENCE**-- LIKE THE MAGE ALWAYS SAYS--

--ALL WILL BE **EXPLAINED!**

...MISSED ALL THE **ACTION** YESTERDAY, PETE!

RIGHT AFTER RALEIGH'S **SPEECH,** THIS COSTUMED DUDE SHOWS UP!

FIGHT CRIME BY KEEPING THE **CRIMINALS** OUT OF OFFICE!

HE JUST ABOUT **DESTROYED** RALEIGH'S LOWER EAST SIDE **CAMPAIGN HEADQUARTERS!**

VOTE RALEIGH

VOTE FOR A **CLEAN** CITY--VOTE FOR **RICHARD RALEIGH!**

ANY IDEA **WHY,** HARRY?

WELL, RALEIGH ISN'T EXACTLY **EASY** ON THE ORGANIZED CRIMELORDS, PETE!

FOR THAT MATTER--HE ISN'T SOFT ON **ANYONE** MAYBE--

NO!

IT'S THAT **GIANT**-- THE ONE WHO TRIED TO TEAR UP RALEIGH'S CITY-WIDE **HQ** THIS AFTERNOON--

ONLY NOW--HE'S AFTER US!!

COULD HE HAVE **SENSED** ME SOMEHOW? NO, THAT'S **IMPOSSIBLE**--

--BUT WHYEVER HE'S HERE--THE FACT REMAINS HE **IS!** I'VE GOT TO **DO** SOMETHING --**NOW!**

GWEN! MARY JANE! GET OUT OF THE VAN--!

MOVE!

RALEIGH! RALEIGH! RALEIGH!

YOU'RE THE ONE-- THE ONE I MUST DESTROY! YOU'VE GOTTA DIE, RALEIGH!

YOU'VE GOTTA DIE!

WHOMP!

CLEAR OUT! HE'S GONE BERSERK!

SPLAM!

THERE ISN'T ROOM IN THIS TOWN FOR BOTH OF US!

THE DISRUPTOR SAYS YOU GOTTA GO!

-- THE DISRUPTOR SAYS YOU GOTTA BE CRUSHED-- AND WHAT THE DISRUPTOR SAYS--I GOTTA DO--

-- THAT'S THE WAY IT'S ALWAYS BEEN--

-- THAT'S THE WAY IT'S GONNA BE!!

SO WATCH OUT, MR. CANDIDATE--

BARR

-- THE SMASHER WANTS YOUR HIDE!

RALEIGH

THOOM!

THOOM!

HE'S WORSE-- MUCH **WORSE** THAN BEFORE! SOMETHING MUST'VE REALLY **SNAPPED** IN HIS SKULL! HE'S FORGOTTEN ABOUT ROBBIE **COMPLETELY!**

THE STATE HE'S IN **NOW**-- WE'RE LUCKY WE ALL GOT OUT OF THE **VAN** BEFORE SOMEONE WAS **KILLED!** GOT TO--

PETER, WHERE ARE YOU **GOING?**

PETER?

PETER?

BUT THE THOUGHTFUL MR. PARKER DOESN'T **ANSWER! INSTEAD, HE SLIPS INTO THE GATHERING **CROWD**--**

--CUTS DOWN A DESERTED **ALLEY**--

--AND IN A DARKNESS **UNTOUCHED** BY THE WAXING MOONLIGHT, HE BECOMES...

--OUR FRIENDLY NEIGHBORHOOD **SPIDER-MAN!**

HE'S **DOWN** THERE, SOMEWHERE--!

I CAN **SENSE** IT! MY SPIDER-SENSE IS VIBRATING **WILDLY**--

--FOLLOWING THE BEACON BROADCAST BY THE **SPIDER-TRACER!**

HE SEEMS TO BE MOVING IN A DEFINITE **DIRECTION**--

--AND SINCE THE BUGLE'S A MILE **SOUTH** OF HERE-- AND HANDSOME'S HEADING **NORTH**--

--I'LL LAY **ODDS** HE'S ON HIS WAY BACK TO SEE HIS **BOSS!**

MAYBE **NOW** I'LL FIND OUT JUST WHAT THIS **DISRUPTOR** DUDE'S GOT AGAINST OUR OUTSPOKEN **REFORM CANDIDATE**--

--ALWAYS ASSUMING IT'S *NOT* JUST BECAUSE HE HATES RALEIGH'S *LOOKS!*

AND YET-- I CAN'T FIGURE WHAT THE DISRUPTOR THINK HE'S GOT TO *GAIN!*

BECAUSE OF THE WAY RALEIGH'S BEEN *DUMPED* ON BY THE UNDERWORLD, HE'S ALMOST A *CINCH* TO WIN TOMORROW'S *ELECTION*--

--WHICH IS SUPPOSEDLY *JUST* WHAT THE CRIME BOSSES DON'T *WANT!*

AH, WELL! *CROOKS*... WHO CAN *FIGURE* 'EM?

I TELL YOU--IT'S *DANGEROUS*--

DISRUPTOR.. MAYBE.. MAYBE WE BIT OFF *MORE* THAN WE CAN CHEW.

QUIET, YOU SNIVELLING JELLYFISH.

SO LONG AS I CONTROL THE MOST POWERFUL HUMAN *KILLING-MACHINE* ON EARTH---

I'VE *NOTHING* TO FEAR... *NOTHING!*

WOULDJA BELIEVE... *SOMETHING?*

SPIDER-MAN!

WELL... IT'S NOT *HENRY KISSINGER!*

I *TOLD* YOU WE'D NEVER GET *AWAY* WITH IT.

IF *HE'S* ON TO US...

SHUT UP, THAXTON!

I'LL TAKE CARE OF *HIM.*

THAT I'VE GOTTA SEE.

YOU'LL *SEE* IT, WALL-CRAWLER.

AND, IT WILL BE THE *LAST* THING YOU *EVER* SEE.

THAT *GADGET* IN HIS HAND... IT'S SOME SORT OF *CONTROL* DEVICE.

AND IT'S NOT HARD TO GUESS *WHAT* IT CONTROLS.

CLICK!

...'CAUSE HERE HE COMES *NOW.*

SORRY, SWEETIE! YOU'LL HAVE TO MOVE FASTER THAN *THAT!*

SPEED DOESN'T MATTER.

ALL I HAVE TO DO IS *CONNECT*... JUST *ONCE.*

...SIXTH HOUR REPORT...SURVEY INDICATES RALEIGH LEADS...

AND I'M *BIG* ENOUGH--- AND *STRONG* ENOUGH--- TO TAKE MY *TIME* DOING IT.

YOU FEEBLE-MINDED *FOOL!* CAN'T YOU SEE HE'S *GOADING* YOU?

HE'S MAKING YOU *WASTE* YOUR STRENGTH--- HE'S *CONFUSING* YOU.

BUT *I'LL* DRUM SOME *SENSE* INTO YOUR THICK SKULL... WITH A PRESS OF THIS *BUTTON!*

NO...*NO!* *NO!*

HE'S TOO *EXCITED* NOW. THE ARTIFICIAL *CIRCUITS* I INSTALLED CAN'T TAKE AN *OVER-LOAD.*

DON'T *DO* IT, MAN! *DON'T!*

CLICK!

SKAK

HE *DID* IT, *NOW* WHAT?

WITH A SNARL, THE COSTUMED FIGURE CALLED **THE DISRUPTOR** PRESSES DOWN ON THE DEVICE CLASPED TIGHTLY IN HIS GLOVED HAND--AND ALMOST IN THE SAME INSTANT, THE LOOMING MAN-MOUNTAIN **TWISTS**--HIS VOICE RAISED IN AN AGONIZED **SCREAM!**

MY HEAD! WHAT'RE YOU DOIN' TO MY HEAD?

SOMEHOW--THAT GADGET *CONTROLS* HIM!

...A SHOT OF *PAIN* DIRECTLY INTO HIS *SKULL!*

BTAM

RRAK!!

STOP IT-- YOU'VE GOT TO STOP THE *PAIN!*

I CAN'T *STAND* IT--*I CAN'T STAND IT!!*

THEN *FIGHT* YOU FOOL--

DEMOLISH THAT MASKED INTERLOPER!

...AGAIN OF IS PAT... RALAGH'S VICTORY WILL BE...

CRUSH HIM... AND I'LL *END* THE PAIN!

LET HIM *ESCAPE*, AND--

ARRRRGGH!

CLICK!

DO NOT--- DO THAT TO ME--- AGAIN.

I WILL DO--- *ANYTHING*--- AS LONG AS YOU---DON'T DO THAT--- AGAIN.

EXACTLY!

FROM THE *FIRST*--YOU'VE BEEN MY MINDLESS *SLAVE!*

AND SO YOU WILL *REMAIN*-- UNLESS YOU *ACT*--

--AND ACT NOW--

TO KILL!... KILL! KILL!

YOU DON'T KNOW WHAT YOU'VE *DONE!*... *TRIGGERING HIS MEMORY* OF THINGS... WHICH ARE *HORRIBLE* TO HIM!

HE'S *CRACKING UP*--BEGINNING TO BREAK *APART!*

CLICK!

CLICK CLICK

YOU'LL MAKE HIM KILL US *ALL!*

I DON'T UNDERSTAND *ANY* OF THIS--BUT THERE'S ONE THING I *HAVE* MANAGED TO FIGURE OUT--

CHUCKLES ISN'T TOO *HAPPY* WITH WHAT'S HAPPENING TO HIS *HEAD!*

AND IT *LOOKS* AS THOUGH IT'S SHAKING HIM OUT OF HIS *TREE.*

...TRIUMPH FOR REFORM...CONSERVATIVES UNEASY...

AND THEN, AT LAST, DEEP WITHIN THE TORTURED, BESTIAL, HALF-DEMENTED BRAIN, SOMETHING SUDDENLY *SNAPS*---

ARGGH

THE MINI-CONTROL *SHORTED!* THE *CURRENT* IS OFF.

IT ISN'T *FUNCTIONING.* IT'S *DEAD!*

YOU TRIED TO *HURT* ME...TO MAKE ME YOUR *SLAVE.*

BUT *NOW*...YOU'LL NEVER HURT ME *AGAIN.*

FOOL! DO YOU THINK YOU CAN *THREATEN* ME?

I AM *STRENGTH*--I AM *POWER!*

IT'S *NO USE!* YOU'VE GONE TOO *FAR!*

HIS MIND HAS COMPLETELY *DISSOCIATED!* HE'S RAVING *MAD!*

NOTHING CAN STOP HIM NOW, DO YOU *HEAR?*

NOTHING!

IF WE CAN MAKE IT...THRU THE SECRET *EMERGENCY CORRIDOR*... WE MAY *YET* ESCAPE.

IT'S *NO USE*. HE'S RAVING LIKE A *MADMAN*... HE'S *ROOTED* TO THE SPOT.

MOVE! IN THE NAME OF HEAVEN, MAN---*MOVE!*

CLICK CLICK CLICK CLICK CLICK

NO! NO! I WON'T *RUN* WITH MY TAIL BETWEEN MY LEGS...LIKE A FRIGHTENED *JACKAL*.

I HAVEN'T SPENT ALL THESE MONTHS PLANNING--*SLAVING* TO MEET MY *DESTINY*--TO HAVE IT ALL END NOW--BECAUSE OF A COSTUMED *PUNK* --AND A MINDLESS *GIANT!*

DEFEAT IS FOR *OTHER* MEN. BUT I WAS BORN TO *RULE*... *RULE*... *RULE!*

...BARING MAJOR TURNABOUT IN THE NEXT FEW HOURS... ...RALEIGH IS THE MAN TO WIN... THE MAN TO WIN...

BLITZKRIEG

THE *EMERGENCY CORRIDOR*... IT'S *COLLAPSING!*

THE *SMASHER'S BLOW*... CAUSED THE CEILING AND WALLS...TO *CRUMBLE.* THE PASSAGE IS... COMPLETELY *SEALED!*

HELP ME,... I... I'M *TRAPPED* IN HERE...*TRAPPED!*

DISRUPTOR! DON'T LET ME *DIE*...

DISRUPTOR

BUT ALAS, THERE IS PRECIOUS *LITTLE* THAT *THE DISRUPTOR* CAN DO FOR *ANYONE* ANY LONGER. AND, AS THE ANGUISHED CRIES OF DR. THAXTON FADE INTO OBLIVION ---

NOW, ONLY *SPIDER-MAN* IS LEFT.

ONCE *YOU* ARE DESTROYED, I'LL BE MY *OWN* MASTER.

I'LL START A *CRIME RAMPAGE* THAT'LL MAKE *THE DISRUPTOR* LOOK LIKE A NOWHERE *PIKER.*

IN A *PIG'S EYE* YOU WILL, BIG MAN.

THIS IS WHERE WE SEPARATE THE *MEN* FROM THE *BOYS.*

HE'S *TENSING*... ABOUT TO *LUNGE.*

I'VE GOT TO *TIME* THIS PERFECTLY.

HAH! ONCE I GET *HOLD* OF YOU, I'LL...

WHA..??

HOW'D YOU GET *AWAY?*

WITH THE GREATEST OF *EASE*, MORTIMER.

NO SELF-RESPECTING *SPIDER-MAN* WOULD FALL FOR AN ATTACK LIKE *THAT.*

KRAKK!

AND WHILE SPIDER-MAN BEGINS WHAT MIGHT POSSIBLY BE THE MOST *CRUCIAL* BATTLE OF HIS LIFE--

--LET'S US SWITCH OUR *ATTENTION* TO THE *RALEIGH CAMPAIGN HEADQUARTERS*, WHERE--

OF COURSE I'M FOR RALEIGH!

WHAT SELF-RESPECTING CITIZEN *WOULDN'T* BE?

BUT, MR. *JAMESON*--

-- AS THE PUBLISHER OF ONE OF NEW YORK'S MOST *INFLUENTIAL* NEWSPAPERS --THE *DAILY BUGLE*--

--DON'T YOU FEEL ITS YOUR DUTY TO BE MORE *OBJECTIVE?*

OBJECTIVE? RALEIGH'S A SURE *WINNER!*

HOW MORE OBJECTIVE CAN YOU *GET?*

THANK YOU, MR. JAMESON!

MEANWHILE--SPEAKING OF OBJECTIVITY-- A CERTAIN WALL-CRAWLER IS SMACK IN THE MIDDLE OF A WHOLE *BUNCH* OF IT, AS--

JUST *MISSED* ME--I CAN'T KEEP DODGING HIM *FOREVER!*

EVERYONE'S GOT A *WEAK SPOT!* IF ONLY I KNEW *WHAT!*

HEY! WAIT A MINUTE! I *DO!*

WHOOM!

STAY BACK, HERMAN!

CAN'T YOU SEE I'M TRYING TO *THINK?*

OTTAKKK!

WHAT'S HE *MADE* OF, ANY-WAY?

THAT BLOW WOULD HAVE *DEMOLISHED* ANYONE ELSE.

BUT *HE* TOOK IT RIGHT IN STRIDE!

HE'S COMING *AT* ME AGAIN---

BUT *NOW* I'VE GOT THE *ANSWER!*

THE *DISRUPTOR* SEEMED TO CONTROL HIM *ELECTRONICALLY*...

SOMETHING MUST BE *IMPLANTED* ...NEAR HIS *BRAIN*.

NOW, ALL I'VE GOT TO DO IS *FIND* IT... AND *PULVER-IZE* IT.

YEAH. THAT'S *ALL*.

GO *AHEAD*... KEEP *WASTING* YOUR STRENGTH.

SEE HOW MUCH *GOOD* IT'LL DO YOU.

GLAD YOU *ASKED*, BRIGHT EYES.

IT'S JUST WHAT I HAD IN *MIND*.

HE'S *RIGHT*. I *AM* GETTING TIRED...SO I CAN'T WAIT ANY *LONGER*.

IF I'M *EVER* GONNA FIND HIS ONE *VULNERABLE* SPOT...IT HAS TO BE *NOW*!

=*UNHHH*!=

...LATER PRESENTLY, KALIBAN SPRINGS INTO ACTION...

SO, HERE GOES *NOTHING*...

GERONIMO!

CHOT!

HAW! YOU THOUGHT... YOU COULD STOP *ME*... WITH ONE CRUMMY, SIDE-HAND *BLOW*--!

WELL, THE NOTION *DID* KINDA GRAB ME.

I GAVE IT EVERY-THING I *HAD*.

IF I GUESSED WRONG...THERE'S *NOTHING* THAT'LL STOP HIM *NOW*.

YOU JUST STAND--RIGHT LIKE YOU *ARE*, WALL-CRAWLER!

ONE MORE PUNCH--JUST *ONE* LITTLE PUNCH--

--AND IT'LL BE THE *END*--

--THE END OF--*HEY*--!

WHAT--WHAT'S *HAPPENING*--?

WHAT'S *HAPPENING* TO ME?

MY *HEAD*--MY *HEAD*--!

BUT... I *DIDN'T*... GUESS WRONG.

IT'S *OVER* AT LAST.

HE'S *DONE* FOR.

...MY *HEAAADDD*...

...ONE OF THE *GREAT* ELECTORAL RACES OF OUR TIME!

...IF RALEIGH HOLDS THIS LEAD WHEN THE *POLLS* OPEN IN A FEW SHORT *HOURS*...

RALEIGH

"...HE'S THE NEXT MAYOR OF NEW YORK!"

NOW TO SEE IF MY HUNCH WAS CORRECT!

I HOPE IT ISN'T-- 'CAUSE IF IT IS--

RALEIGH!

I WAS RIGHT! I SENSED IT, SOMEHOW --NEAR THE END. IT WAS RALEIGH ALL ALONG!

WHAT COULD HAVE DRIVEN HIM TO--

REEEEEEEEEEEE

SIRENS! THEN THERE'S NO TIME-- NO TIME AT ALL!

I CAN'T LET THEM FIND RALEIGH LIKE THIS-- THERE'S TOO MUCH AT STAKE!

BETTER TAKE HIS COS-TUME-- HIDE IT SOME-WHERE!

...AND ME WITH IT!

AND SO..

LOOK... THERE AMONG ALL THE DEBRIS...IT'S THE SMASHER!

HE SEEMS TO BE... DEAD.

HE AND SPIDER-MAN MUST HAVE ATTACKED RALEIGH...

BUT ONLY ONE OF THEM ESCAPED.

BY THE WAY...WHERE IS RALEIGH?

HEY! OVER HERE..!

I THINK I FOUND... A BODY.

IT'S RALEIGH.

HE MUST HAVE FOUGHT GALLANTLY... BUT HE DIDN'T HAVE A CHANCE.

EVEN IN DEATH, HIS HONESTY... HIS FEAR-LESSNESS... SHINE OUT LIKE A BEACON.

HIS LIFE WILL BE AN INSPIRATION... TO US ALL.

I FEEL *SORRY* FOR THE MAN---BUT AREN'T YOU GOING *OVER-BOARD*, JJ?

WHAT DO WE *REALLY* KNOW ABOUT HIM?

SPIDER-MAN HATED HIM---AND THAT'S GOOD ENOUGH FOR *ME!*

I'M GOING BACK TO WRITE THE GREATEST *EDITORIAL* OF MY CAREER---

I'LL MAKE THE WORLD *ASHAMED* THAT RALEIGH IS DEAD...WHILE *SPIDER-MAN* ROAMS FREE.

YOU *DO* THAT, JJJ...

AND WHILE YOU'RE PLAYING *MARC ANTHONY* TO RALEIGH'S *JULIUS CAESAR*--

--I'LL BE BURNING THE ONLY EVIDENCE OF RALEIGH'S *REAL* IDENTITY--

MAYBE BECAUSE WE *NEED* MYTHS--AND *HEROES*--

--AND, YEAH-- *MARTYRS!*

SOMETHING *TWISTED* INSIDE RALEIGH MADE HIM WHAT HE WAS --BUT WHATEVER *ELSE* HE WAS, HE'S STILL A *SYMBOL!*

ISN'T THAT ALL THAT REALLY *COUNTS*--

--IN THE *END?*

NEXT ISSUE: *IN THE* SHADOW OF THE HULK!

SPIDER-MAN

MARVEL COMICS GROUP™

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the AMAZING SPIDER-MAN

TM

YOU WON'T STOP HULK FROM SMASHING DAM! NOTHING CAN!

MAYBE NOT, GREENSKIN-- BUT I'M STILL GONNA TRY EVEN IF IT KILLS ME!

WHICH IT PROBABLY WILL!

SPIDEY VS. THE HULK!

THIS IS THE BIG ONE!!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

• ART AND STORY BY: JOHN ROMITA and GERRY CONWAY •

THE GENTLEMAN'S NAME IS... HOCK!

PERHAPS IT ISN'T THE MOST ORTHODOX WAY TO GO CALLING ON ONE'S AUNT-- BUT YOU'VE GOT TO ADMIT:

IT'S EFFECTIVE!

AND IF YOU'VE BEEN AS NEGLIGENT A NEPHEW AS A YOUNG COLLEGE STUDENT NAMED PETER PARKER-- CERTAIN DRASTIC MEASURES ARE UNDOUBTEDLY CALLED FOR--

--ESPECIALLY WHEN THE FENCE SURROUNDING YOUR AUNT'S NEW HOME IS WIRED FOR ELECTRICITY-- AND GUARDED BY THE PERSONAL GUNMEN OF A MAN CALLED-- DOC OCK! 1292Z

• LETTERER, JOHN COSTANZA • COLORIST, ANDREA HUNT • EDITOR, ROY THOMAS •

NOBODY'S *SEEN* ME--YET.

THERE'S GOING TO BE QUITE A *STIR* WHEN PETER PARKER SHOWS HIS FACE AT THE FRONT *DOOR*.

--WITHOUT HAVING *TRIPPED* A SINGLE ALARM!

ORDINARILY, I WOULD HAVE *CALLED* FIRST--

--BUT THIS TELEGRAM'S MARKED *URGENT*-- AND I PROMISED MRS. WATSON THAT I'D GIVE IT TO AUNT MAY *PERSONALLY*.

SOOO--SPIDEY HITS *WESTCHESTER* --IF NOT IN *STYLE*, THEN AT LEAST--HUH?

NO, MOUTHPIECE-- WE AIN'T *GOT* NO TELEGRAM.

TELL OCK WE'LL KEEP AN *EYE* OUT, THOUGH.

IF ANYTHING *COMES UP*..

--OCK WILL BE THE FIRST TO *KNOW*!

WANNA *BET*, BIG-MOUTH? AFTER WHAT YOU JUST *TOLD* ME--

--I THINK I'LL HOLD *ONTO* THIS THING TILL I'VE HAD A CHANCE TO *READ* IT.

I'VE ALWAYS *WONDERED* WHY OCK'S INTERESTED IN *AUNT MAY*--

--'CAUSE HE NEVER *STRUCK* ME AS BEING THE ROMANTIC *TYPE*.

AUNT MAY'S *SWEET*... BUT SHE'S JUST NOT A *LEADING LADY*...

...NOT THAT CROOKED OL' OCK'S A MIDDLE-AGED *STEVE McQUEEN*!

PETER! WHAT AN ABSOLUTELY *WONDERFUL* SURPRISE!

I'D BEGUN TO THINK YOU'D *FORGOTTEN* ME IN ALL THIS *ELECTION* EXCITEMENT!

GUESS I DID GET A BIT *BOGGED DOWN**...

*LAST ISH. --RT.

...BUT NOW THAT THINGS HAVE EASED UP, I THOUGHT I'D DROP BY AND SEE MY FAVORITE *LADY*.

HAVE THEY BEEN *TREATING* YOU WELL, AUNT MAY?

WHO, PETER...?

OH, YOU MEAN MR. RAFFERTY AND HIS FRIENDS!

REALLY, I LOOK AFTER THEM MORE THAN THEY LOOK AFTER ME!

THEY'RE JUST BUSINESS ASSOCIATES OF DOCTOR OCTAVIUS--

SURE, AUNT MAY...IF YOU SAY SO.

AS THE OLD CHESTNUT SAYS-- TIME SURE FLIES WHEN YOU'RE HAVING FUN, AND SO, WHAT SEEMS A TERRIBLY SHORT TIME LATER--

--SO SOON, PETER DEAR?

IT'S BEEN ALMOST AN HOUR, AUNT MAY.

I'LL MISS THE LAST BUS BACK TO THE CITY.

OH, ALL RIGHT. BEHAVE YOURSELF, PETER--

--YOU'RE SUCH A DELICATE BOY!

IRONY ASIDE, IT'S LITTLE LESS THAN A MINUTE LATER WHEN A FAMILIAR RED AND BLUE COSTUMED FIGURE REAPPEARS--

--MAKES A COMPLICATED ADJUSTMENT TO A WRIST-STRAPPING WEB-HOLDER, AND--

FFFFFTTTT

--SWINGS OFF INTO THE RELATIVE CHILL OF A WINTER'S LATE AFTERNOON!

WISH I COULD FIGURE DOC OCK'S GAME!

ALL THE TIME HE'S BEEN IN JAIL SINCE OUR LAST BATTLE*--

--HE'S BEEN COURTING AUNT MAY BY PROXY--

* SPIDEY #115-- ROY.

--KEEPING HER AT HIS HEAD-QUARTERS IN WESTCHESTER-- PRETENDING THOSE HOODS ARE JUST "BUSINESS ASSOCIATES"--

WHAT DOES HE WANT FROM HER?

MAYBE I'VE FINALLY GOT THE *ANSWER* IN THIS TELEGRAM.

LUCKY IT CAME FOR AUNT MAY AT HER OLD *ADDRESS*-- CARE OF MRS. WATSON.

MUCH AS I HATE PRYING INTO HER PRIVATE *BUSINESS*-- I'M GOING TO HAVE TO *READ* THIS LITTLE MISSIVE--

NEW YORK CITY 19075

-- AND JUST HOPE I DON'T *REGRET* IT--

-- LIKE I REGRET SO MANY *OTHER* DUMB MISTAKES!

HOLD YOUR *HAT*, NYC! HERE COMES YOUR FRIENDLY-NEIGHBORHOOD-*SPIDER-MAN!*

AND SO HE *DOES*, JUST A BRIEF THIRTY-FIVE MINUTES *LATER*--

--SWINGING THROUGH THE CONCRETE CANYONS-- AWARE OF A THOUSAND FEARFUL *EYES* UPON HIM AS HE DARTS UP GRAY STONE *WALLS*--

--EYES WHICH *LOSE* THEIR OBJECT AS HE TWISTS AROUND SEVERAL SHARP-TURNING *CORNERS*, AND FINDS HIMSELF--

HOME! NEVER THOUGHT I'D MISS THIS CLUTTERED *ROOM* SO MUCH.

THE WAY THINGS'VE BEEN *GOING*--

-- WHAT WITH THAT *SMASHER* CHARACTER * AND ALL--

-- THIS IS MY FIRST TIME BACK IN *DAYS!*

* *PAST 3 ISSUES!* --RT.

MOMENTS LATER...

GONNA HAVE TO GET THAT COSTUME CLEANED SOMEDAY SOON.

IT PICKS UP DIRT LIKE A MAGNET.

RIGHT NOW, THOUGH-- THERE'S THIS TELEGRAM--

--AND FROM THE LOOKS OF IT-- IT'S KIND OF IMPORTANT!

URGENT I CONTACT YOU AT ONCE STOP PLEASE COME IN PERSON STOP THIS MATTER TOO DELICATE FOR DISCUSSION HERE OR ON PHONE STOP

JEAN PIERRE RIMBAUD MONTREAL, QUEBEC

MS. MAY PARKER C/O ANNA MAY WATSON 124-05 24TH STREET QUEENS, N.Y.

TALK ABOUT MYSTERIOUS. THIS RIMBAUD CHARACTER TAKES THE PRIZE.

STILL... THERE'S SOMETHING ABOUT THIS...

...SOMETHING ITCHING AT THE BACK OF MY MIND!

I'VE GOT TO THINK THIS OUT-- WHICH MEANS WALKING.

FUNNY--I USED TO GO WEB-SLINGING FOR RELAXATION--

NOW I GET MORE OF A KICK OUT OF TOURING MIDTOWN.

BETTER LOCK UP MY CLOSET-- NOT THAT I DON'T TRUST MY LONGTIME ROOM-MATE--

-- BUT HARRY HAS BEEN ACTING ODD LATELY--

-- AND FINDING A SPIDEY COSTUME IN MY CLOSET'S NOT THE SORT OF THING TO MAKE HIM SLEEP EASY!

HEY! THERE'S HARRY NOW-- SAYING GOODBYE TO HIS FATHER!

SAY, PARTNER-- WHERE'VE YOU BEEN KEEPING YOURSE--

HARRY!

:UNNNNH!:

PARKER-- UNHAND MY SON!

UNHAND HIM THIS INSTANT!

MR. OSBORN-- HE'S PRETTY *SICK.* YOU'D BETTER GET HIM TO A *DOCTOR--!*

I'M QUITE CAPABLE OF HANDLING THAT *MYSELF,* PARKER.

I'VE *HAD* IT WITH YOUR INCESSANT-- *MEDDLING--*

THOMAS-- GET MY SON INTO THE *CAR,* AND BE *QUICK* ABOUT IT.

YESSIR, MR. OSBORN!

:WHEW!: WHAT WAS *THAT* ALL ABOUT?

HARRY *PASSING OUT--* HIS FATHER JUMPING DOWN MY *THROAT--*

IT DOESN'T MAKE ANY *SENSE...* UNLESS...

NO! IT CAN'T BE HAPPENING... NOT *AGAIN!*

OBOY...

...AND I THOUGHT I HAD PROBLEMS *BEFORE!*

COULD NORMAN OSBORN BE STARTING TO *REMEMBER--* IS HE *ALREADY* REGRESSING, GOING BACK TO WHAT HE WAS *BEFORE--*

I WISH I *KNEW--* BECAUSE IF HE *IS,* THEN HE'S ALSO GOING TO REMEMBER SOMETHING *ELSE--*

--THE GREEN GOBLIN?

-- THE PRIVATE IDENTITY OF *SPIDER-MAN--* *ME!*

WELL--THAT'S *ANOTHER* REASON TO GET OUT OF TOWN-- AND GO TO *MONTREAL--*

IF ONLY TO PROTECT *BOTH* OF US-- FROM EACH *OTHER!*

BUT-- WHERE DO I GET THE *MONEY?*

LIVE

DESPITE ALL THE YOUTH-TRAVEL *PROMOTION*-- PLANE FARE ISN'T *CHEAP!*... HUH?

THE *HULK*-- IN *CANADA?**

FAR OUT!

REAL NDER ACK

RAM

*SEE HULK'S OWN MAG!-- ROY.

THAT JUST ABOUT *SOLVES* MY PROBLEM-- THERE'S NO WAY PETER PARKER, COLLEGE STUDENT CAN FOOT A TRIP *NORTH*--

-- BUT P. PARKER, STAFF PHOTOG FOR THE *DAILY BUGLE*--

THAT'S *ANOTHER* MATTER!

SOON, SEVERAL BLOCKS CROSSTOWN, IN A DULL-GRAY BUILDING OFF TIMES SQUARE...

HIYA, BETTY. IS HE *IN?*

MR. JAMESON? YES, BUT--

PETER, DON'T--HE'S IN A *TERRI-BLE* MOOD!

SO WHAT'S *NEW?*

PARKER, GET OUT OF HERE! I DON'T WANT TO HEAR A WORD-- NOT ONE WORD!

AH, JJJ-- YOU *KNOW* YOU DON'T MEAN IT.

AFTER ALL WE'VE *MEANT* TO EACH OTHER?

ALL THESE *YEARS* TOGETHER-- YOU AND ME?

EVEN WHEN I'VE GOT AN OFFER YOU CAN'T *REFUSE*--

-- PICTURES OF THE *HULK*--

-- SMASHING SPIDEY INTO RED AND BLUE *TOOTHPASTE?*

WHAT'S *THAT* YOU SAY?

AND TEN HUSTLING MINUTES LATER--

ONE MORE *THING*, PARKER! IF YOU COME BACK *WITHOUT* THOSE PICS--

--I WILL *PERSONALLY* DESTROY YOU WITH MY *BARE HANDS*--

DO YOU *HEAR* ME?

MY *BARE HANDS!*

OKAY, SO MUCH FOR THE PRELUDE. LET'S SKIP PETE'S MAD DASH FOR KENNEDY INTERNATIONAL AIRPORT--

--PASS LIGHTLY *OVER* HIS LAST-MINUTE ARRIVAL AT THE PLANE J. JONAH JAMESON'S CONSIDERABLE *INFLU-ENCE* HAS HELD FOR HIM--

--AND PICK UP ON OUR BENIGHTED HERO A BRIEF HOUR LATER--

--AS HIS JET MAKES A SOMEWHAT DELAYED LANDING AT THE MONTREAL INTERNATIONAL AIRPORT, SEVERAL MILES WEST OF DOWNTOWN MONTREAL--

--WHERE WE FIND MR. PARKER SHORTLY AFTERWARD, LOOKING FOR THE OFFICE OF A CERTAIN ATTORNEY, AND WONDERING--

AM I DOING THE RIGHT THING? SHOULD I PRY INTO AUNT MAY'S LIFE--?

ISN'T THAT WHAT ALWAYS BOTHERED ME ABOUT HER?

GUESS I NEVER REALLY UNDER-STOOD HER BEFORE

ALL THESE YEARS, THIS IS HOW SHE FELT ABOUT ME. CONCERNED-- WORRIED--

--YES, AND MAYBE EVEN A LITTLE AFRAID.

OUI, MR. PARKER-- MSSR. RIMBAUD DID SEND THIS TELEGRAM--

--BUT I'M AFRAID HE'S BEEN CALLED OUT OF TOWN ON BUSINESS.

MISS DELON, MY AUNT'S --AH-- PRETTY SICK.

SHE SENT ME TO SPEAK WITH YOUR BOSS--

--TO FIND OUT WHAT CAUSED HIM TO SEND THAT MESSAGE. IT'S IMPORTANT.

AND UNLESS MY JOURNALISTIC INSTINCTS ARE DEAD WRONG-- SO'S WHAT'S HAPPENING ACROSS THE STREET!

VERY WELL, MSSR. PARKER-- I WILL SEARCH OUR FILES.

PERHAPS IF YOU RETURN LATER... FOR DINNER?

I'LL SEE YOU TONIGHT, MISS DELON... AND THANKS.

OUTSIDE, THE AIR IS A BITING 16°-- BUT THAT'S JUST ABOUT AVERAGE FOR MONTREAL IN WINTER, AND IT BOTHERS THE POPULACE NOT AT ALL--

--AH--BUT A CERTAIN PETER PARKER, HURRYING TO JOIN A GROWING CROWD OUTSIDE THE EAST-SIDE HOTEL--!

HOTEL REGI

FREEZING TO DEATH--

--BUT I CAN'T LET THAT SLOW ME DOWN.

I NEED PICTURES OF THE HULK FOR THE BUGLE-- AND IF ANYONE KNOWS WHERE THAT JOLLY GREEN GIANT IS--

--IT'S THE MAN WHO JUST STEPPED INSIDE--

--BRIGADIER GENERAL "THUNDERBOLT" ROSS!*

BUGLE PRESS PASS--I LOVE YOU!

*ANYBODY WHO DOESN'T KNOW THE HULK'S LONGTIME FOE--STEP TO THE REAR OF THE CLASS! --ROY.

GENTLEMEN OF THE PRESS, CANADA IS IN THE MIDST OF A CRISIS--A CRISIS REPRESENTED BY THE MOST DANGEROUS CREATURE ALIVE ON THE FACE OF THE EARTH--

--THE HULK!

BECAUSE OF MY PREVIOUS EXPERIENCE WITH THIS MONSTER, I'VE BEEN ASKED TO ADVISE THE CANADIAN MILITARY FORCES--

"--AND MY FIRST AND FIRMIST ADVICE IS THIS! WE MUST HARBOR NO FALSE HOPES OF CONTAINING THIS CREATURE--

"--WE MUST ACT TO CRUSH HIM--

"--QUICKLY--WITH WHATEVER MEANS AVAILABLE--"

--THE HULK MUST BE DESTROYED!

GENERAL, COULD I SPEAK WITH YOU?

WHAT IN BLAZES IS IT, MAN?

A MOMENT'S CONSULTATION, THEN...

GENTLEMEN, I'VE JUST RECEIVED WORD.

THE HULK'S BEEN SIGHTED AT A POWER STATION ON THE SAINT LAWRENCE SEAWAY, TEN MILES NORTH OF HERE.

SUCH BEING THE CASE, THIS PRESS CONFERENCE IS AT AN END.

THE NEXT TIME I SPEAK TO YOU--WILL BE TO REPORT THE HULK'S CAPTURE.

THAT, GENTLEMEN--I PROMISE YOU!

LIEUTENANT COSTEAU AT YOUR SERVICE, GENERAL.

OUR ORDERS ARE TO FOLLOW YOUR INSTRUCTIONS TO THE LETTER.

THEN HOP TO IT, MAN!

THE HULK WON'T BE SITTING ON HIS THUMBS.

LET'S MOVE!

MOMENTS LATER, IN THE ARMORY A FEW BLOCKS AWAY...

I'M SORRY, LAD-- BUT THERE'S NOTHING I CAN DO.

YOU'RE NOT ONE OF THE REGULAR AMERICAN CORRESPONDANTS--YOUR NAME ISN'T ON THE AUXILIARY LIST--

--YOU JUST CAN'T COME ALONG.

TERRIFIC.

SO NOW WHAT DO I DO?

JAMESON'LL HAVE MY SKULL IF I DON'T GET HIM THE SHOTS I PROMISED.

AND FROM THE LOOKS OF THINGS-- THOSE SHOTS WOULD'VE BEEN PRETTY IMPRESSIVE--MAYBE EVEN IMPRESSIVE ENOUGH FOR A BONUS!

MR. PARKER --IT'S TIME FOR DESPERATE ACTION--

--AND THAT MEANS MOVING--

NOW!

THE YOUNG FOOL!

HE'LL GET HIMSELF KILLED!

I'VE SEEN LADS EAGER FOR A STORY-- BUT, SON, YOU WIN THE PRIZE!

COME ON ABOARD, FRIEND!

IF YOU'RE THIS MUCH OF A TROOPER-- YOU DESERVE A CHANCE!

THANKS, FELLAS. I'LL DO YOU A FAVOR, SOMEDAY.

JUST DON'T FALL-- IT'LL BE FAVOR ENOUGH!

LIKE ANOTHER GREAT METROPOLIS NAMED MANHATTAN, MONTREAL IS ON AN ISLAND-- SO IT TAKES CROSSING A BRIDGE TO GET INTO THE COUNTRY--

--AND BRIDGE-CROSSING TAKES TIME--

--SO IT'S LITTLE MORE THAN AN HOUR LATER WHEN PETER PARKER GETS THE FIRST TREMBLING TINGLES-- OF DISASTER!

MY SPIDER-SENSES... GOING OFF LIKE AN ALARM...

...WARNING ME... THERE'S DANGER AHEAD!

STOP THE TRUCK!

YOU'VE GOT TO STOP THE TRUCK-- BEFORE IT'S TOO LATE!

ARE YOU CRAZY?

SIT DOWN BEFORE I HAVE YOU--

URRRK!!

UNFORTUNATELY FOR POSTERITY, THE DRIVER'S LAST WORDS ARE CUT OFF BY A GREAT GREEN INTERRUPTION--

--AN INTERRUPTION SOMEWHAT LESS THAN AFFECTIONATELY CALLED-- THE HULK!

WHY DO SOLDIERS KEEP BOTHERING HULK?

IF YOU WON'T LET HULK ALONE--

--HULK WILL KNOCK YOU DOWN!

AND BRIEF SECONDS AFTER--

WE WOULD HAVE TO BE THE LAST IN THE LINE--

IT'S GOING TO TAKE THE OTHERS A FEW MINUTES TO GET BACK HERE... WHICH MEANS THOSE REPORTERS ARE IN TROUBLE...

...'CAUSE WHILE WE ALL MANAGED TO SURVIVE THAT TOSSED TRUCK...

...I DON'T THINK WE'RE GOING TO DO AS WELL AGAINST A RAMPAGING BEHEMOTH!

AT LEAST WE WOULDN'T... IF IT WEREN'T FOR YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNING SPIDER-MAN!

GOT TO DO SOMETHING TO DISTRACT HIM -- AND AT THE SAME TIME--

-- KEEP MYSELF FROM GETTING KILLED

AND THEN, FOR MY NEXT MIRACLE--!

HEY, CHUCKLES..

IS IT TRUE WHAT THEY SAY ABOUT YOUR BREATH?

THAT PART ABOUT KNOCKING OUT BULLS?

WHAP!

JUST CURIOUS, Y'KNOW. NO OFFENSE.

WELL WHAT DO YOU *KNOW*--

I'M NOT *DEAD!*

MUST'VE CAUGHT HIM OFF *BALANCE*-- SLAMMED INTO HIM BEFORE HE HAD A CHANCE TO SHIFT HIS *WEIGHT!*

THOOP!

NEAT STROKE OF *LUCK* FOR AN OPENING SHOT--

--BUT NOT SOMETHING LIKELY TO HAPPEN *AGAIN!*

BETTER LAY IN FOR A *SEIGE*-- SET UP MY *CAMERA*-- SAY A FEW *PRAYERS.*

FROM THE LOOK IN THE HULK'S *EYE*--

SPIDEY'S IN *BIGGGG* TROUBLE!

BUT AT JUST THAT INSTANT--

WHAT? SOUNDS *BEHIND* HULK--

SOUNDS HULK HAS HEARD *BEFORE!*

SOLDIERS-- WITH MACHINES!

ALWAYS SOLDIERS *HUNT* HULK-- ALWAYS THEY COME AT HULK WITH BIG *GUNS!*

HULK IS *TIRED* OF THEIR BIG GUNS-- HULK WILL *BREAK* THEM!

AND *THEN* HULK WILL BREAK LITTLE MAN IN FUNNY *CLOTHES!* HULK WILL BREAK THEM *ALL!*

BUTHOOM!

KRAK!

PKOW!

IT DOESN'T SEEM TO BE *WORKING*, LIEUTENANT.

NO MATTER HOW MANY TIMES WE *HIT* HIM--

--HE STILL KEEPS *COMING!*

SOLDIERS *SHOOT* HULK-- TRY TO *HURT* HIM!

RRIIPPPPPPP

BUT HULK *SMARTER* THAN SOLDIERS.

HULK STOP BULLETS FROM *HITTING* HIM--

WITH THIS!

KTOW!

GHINK!

PUCHUK

PUCHUK!

AND ONCE HULK HAS *STOPPED* BULLETS--

--HE WILL STOP *GUNS, TOO!*

SNAK

CHAK!

GOOD *LORD*, GENERAL--HE'S *THROWING* THAT THING-- LIKE A GRANITE *MISSILE!*

GET THOSE MEN *OUT* OF THERE!

DO YOU *HEAR* ME?

SCATTER!

WHILE, ON A LEDGE OVERLOOKING THE SCENE--

THOSE SOLDIERS DON'T STAND A CHANCE!

THEY'LL BE FLATTENED, UNLESS--

THWIPPP!

CAUGHT IT!

SWOOOSWIT!

BRACING MY WEBBING AGAINST THAT OUTCROPPING-- IT'S ACTING LIKE AN ELASTIC BAND--

-- SNAPPING THE ROCK RIGHT BACK--AT THE HULK!

ROCK DUMB.

GETS HULK MAD!

AND WHAT GETS HULK MAD--

KRAK-TOOM

HULK HITS!

HMMM... FROM THE LOOKS OF THINGS, GUESS THE HULK'S ABOUT HAD IT WITH THE CANADIAN ARMY.

AND IF I DON'T DUCK THOSE FLYING BITS OF BOULDER--

--I'VE JUST ABOUT HAD IT TOO!

HE'S GETTING AWAY, GENERAL!

NO SUCH LUCK, MISTER--

"OR DIDN'T YOU NOTICE WHAT DIRECTION THAT MONSTER'S HEADED IN?

THOOM!

"RIGHT TO THE MASKATTAWAN DAM!"

THOOM!

THOOM!

THOOM!

AND EVEN AS THE MIGHTY LEGS OF THE CREATURE CALLED THE HULK HELP HIM LEAP NORTHWARD--

--A BLUSTERING "THUNDERBOLT" ROSS GIVES A SERIES OF SHARP, HARSH COMMANDS.

I WANT HIM, DO YOU UNDERSTAND?

I DON'T CARE HOW YOU DO IT-- BUT I WANT YOU TO CRUSH THE HULK!

YES SIR!

:WHEW!: I'VE SEEN MEN WITH AN OBSESSION-- BUT THIS ROSS CHARACTER MAKES CAPTAIN AHAB LOOK LIKE PETER PAN!

WONDER WHY HE HATES THE HULK SO MUCH?

SURE, GREENSKIN'S NOT WHAT YOU'D CALL SOCIALLY DESIREABLE--

--BUT THEN-- WHO IS? NOT YOUR FRIENDLY FREE-WHEELIN' SPIDEY!

GUESS HATE GOES DEEPER WITH A GUY LIKE ROSS-- MAYBE THE HULK'S HURT SOMEONE ROSS LOVES*--

*YOU DON'T KNOW HOW RIGHT YOU ARE, SPIDEY! MORE THAN ONCE, THE HULK'S ALTER-EGO, BRUCE BANNER, HAS BEEN A SOURCE OF GRIEF TO ROSS'S DAUGHTER BETTY-- NOW THE MRS. GLENN TALBOT!--RT.

"-- AND IF THAT'S THE CASE," SPIDEY MUSES-- "IT COULD EXPLAIN QUITE A FEW THINGS --ABOUT BOTH OF THEM!"

AND ON OTHER SIDE-- MEN WHO HUNT HULK!

HULK WILL KEEP YOU THERE, AWAY FROM HIM!

MORE ROCK!

BUNCH!

HULK WILL BREAK WALL!

HOLY COW!

ALL I WANTED WERE A FEW NICE PICTURES TO KEEP JAMESON OFF MY BACK-- JUST AN EXCUSE TO GET MY WAY PAID UP HERE--

INSTEAD-- I'M CAUGHT UP IN THE MIDST OF A CRAZY WAR-- BETWEEN THE CANADIAN INFANTRY--

--AND A TEN-FOOT MONSTER CALLED THE HULK!

IF HE MANAGES TO SHATTER THIS DAM-- THE VILLAGE BELOW WILL BE FLOODED!

I'VE GOT TO TRY AND LOWER THE LEVEL OF THE RESERVIOR--

WHAK!

OF COURSE-- THAT MIGHT BE A LITTLE DIFFICULT--

RRRRRIPP

--ESPECIALLY IF THE HULK'S TRYING TO DO WHAT I THINK HE'S TRYING TO DO--

NAMELY-- SWAT A SPIDER!

SORRY TO DISAPPOINT YOU, BRIGHT EYES--

THWIP!

--BUT I'VE GOT OTHER THINGS TO DO BESIDES PLAY WITH YOU!

SMASH!

FOR ONE THING, I'VE GOT TO GET TO THAT CONTROL TOWER--!

IF I'M LUCKY, THE PRESSURE WHEEL WON'T BE LOCKED--

--AND I'LL BE ABLE TO LOWER THE WATER ON THE OTHER SIDE OF THE DAM!

LITTLE MAN LEAPS AROUND LIKE FROG!

WHY DOESN'T LITTLE MAN FIGHT-- LIKE HULK!

ARE YOU KIDDING? MISTER, YOU'D SNAP ME IN TWO!

THEN LITTLE MAN IS AFRAID OF HULK!

YOU EVER GET A GOOD LOOK AT YOURSELF, FRIEND?

CUT IT, HERO-- YOU HAVEN'T ANY TIME FOR BANTER!

THE HULK'S WEAKENED THE DAM WALL-- I'VE GOT TO LESSEN THE PRESSURE FROM THE OTHER SIDE!

HOPE THIS IS THE RIGHT WHEEL--

YAHOO!

COLLEGE-BOY, YOU'VE DONE IT AGAIN!

WHAT HAPPENS TO WALL?

WALL IS LEAKING-- WALL IS DUMB!

STOP LEAKING, WALL!

HULK SAYS STOP!

WHUMP!

OBOY!

YOU REALLY WENT AND DID IT THAT TIME, HULKIE.

YOU REALLY BLEW IT--

AND ME WITHOUT MY CAMERA!

FOR ONE TERRIBLE INSTANT, THE WORLD SEEMS TO TREMBLE! AND THEN--

WHAT'S *HAPPENING?* HULK DOESN'T *UNDERSTAND!*

HULK WANTED WALL TO STOP *LEAKING*-- BUT WALL *DIDN'T!*

WHY DOESN'T ANYTHING *LISTEN* TO HULK?

WHY?

THAT'S A REAL GOOD *QUESTION*, GREENSKIN.

MAYBE THAT *EXPLAINS* SOMETHING-- ABOUT YOU. SOMETHING NOBODY EVER *UNDERSTOOD!*

YOU DON'T WANT TO *HURT* ANYONE-- YOU JUST WANT THINGS TO WORK *YOUR* WAY--

--WHICH REALLY ISN'T MUCH TO *ASK*--

--EXCEPT *SOMETIMES*-- LIKE *NOW*-- WHEN THE ENTIRE *WORLD* CAVES IN ON YOU-- AND PINS YOU *DOWN*--

--AND YOU KNOW-- THAT *THIS* TIME YOU'VE HAD IT-- THIS TIME, THERE ISN'T GOING TO *BE* A HAPPY ENDING--

NOW-- OR EVER AGAIN!

HANG TIGHT, HERO! FOR IF THAT PLUNGING *CONCRETE SLAB* DOESN'T END YOUR WEB-SLINGING PERMANENTLY-- THE SUB-ZERO *WATER* AROUND YOU *WILL!*

NORMALLY WE'RE NOT THE BETTING TYPE--BUT WE LAY ODDS YOU'RE NOT GOING TO MISS NEXT ISSUE: **DEATH TRAP!**

SPIDER MAN

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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the AMAZING SPIDER-MAN™

IT HAD TO HAPPEN!

THE FIGHT TO THE FINISH-- WITH THE EVER-INCREDIBLE HULK!

ROMITA

MORE YOU COULD ASK FOR??

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

STORY AND ART GERRY CONWAY and GIL KANE • INKED BY JOHN ROMITA and TONY MORTELLARO

THE FIGHT AND THE FURY!

MARVEL MADNESS QUIZ PART ONE:

(A) WHO IS THE GIANT WITH THE **GREEN SKIN?**

(B) WHY IS HE ATTACKING OUR FRIENDLY NEIGHBORHOOD **WEB-SPINNER?**

(C) WHAT ARE THEY DOING UP IN **CANADA,** ANYWAY?

ANSWERS TO MARVEL MADNESS QUIZ PART ONE:

(A) IT'S THE EVER-LOVIN' **HULK!**

(B)&(C)--**THOSE** WE ANSWER AS WE **MOVE ALONG!**

AS FOR **PART TWO--** THAT'S **SIMPLE:** WHY'D YOU MISS **LAST ISSUE?**

(ESSAY ANSWER IN TWENTY-FIVE WORDS OR **LESS.**)

1305 2

ART ASSIST BY **P. REINMAN** • LETTERED BY **ART SIMEK** • COLORED BY **STAN G.** • EDITOR **ROY THOMAS**

OBOY.

I COME UP HERE TO FIND OUT A FEW THINGS ABOUT ***AUNT MAY***--MAYBE SNAP A COUPLE OF ***NEWS PHOTOS*** OF THE HULK--AND THE ***NEXT*** THING I KNOW--

--I'M BUSY TRYING TO SAVE A CRAZY ***DAM!***

WHY DO I ***DO*** THESE THINGS?

I MEAN, THERE'S GOT TO BE AN ***EASIER*** WAY TO RUN MY LIFE!

IF I DIDN'T ***KNOW*** BETTER--

--I'D SAY I WAS ***SUICIDAL!***

SPLAK!

OH WELL...I GUESS IF I'M EVER GOING TO ***AMOUNT*** TO ANYTHING IN THE SUPER-HERO BIZ, I'VE GOT TO GET ***INTO*** IT.

AND IF THAT MEANS TANGLING WITH THE ***HULK***--

--TRYING TO KEEP HIM FROM FLOODING HALF THIS ***VALLEY***--

--THEN THAT'S WHAT I'M GOING TO ***DO***--

--EVEN IF IT *KILLS* ME.

HMM. BITE YOUR *TONGUE*, MR. PARKER. AT *THIS* RATE...

...IT JUST *MIGHT!*

EVEN AS SPIDEY FINDS A PRECARIOUS *PERCH* ON TOP OF THE CRUMBLING DAM, A CANNONADE OF WATER AND STONE *ERUPTS* FROM THE RIVER SURFACE--

--AND AS FOR ITS RAGING *CAUSE*-- WELL, REMEMBER WE MENTIONED A CERTAIN GREEN-SKINNED *GIANT?*

HULK *TIRED* OF WATER-- TIRED OF *SOLDIERS.*

HULK STOP THEM *BOTH*--GET OUT OF WATER, KNOCK DOWN SOLDIERS *TOO!*

LIKE SOME MONSTROUS *FIST*, THE GREAT WASH OF WATER *RISES UP*--

--PAUSING, FOR AN INSTANT, ALMOST *TREMBLING* IN ANTICIPATION--

--AND THEN *SLAMMING DOWN*-- SWEEPING OVER THE GROUPING OF JEEPS NEAR THE RIVER'S *EDGE*, AS THE DRIVERS CRY OUT--

TIDAL WAVE!

HAH! SOLDIERS CAN'T BOTHER HULK ANY MORE!

HULK GO HOME NOW.

WHOOOSH!

I D-DON'T UNDERSTAND!

THE HULK THROWS US INTO CONFUSION-- AND THEN FLEES!?

THE AMERICAN WAS RIGHT--

"--THE MONSTER'S MAD! COMPLETELY MAD!"

WELL, I GUESS THAT HANGS THAT.

WONDER WHAT OLD "THUNDERBOLT" ROSS IS GOING TO DO NOW?

BRIGADIER GENERAL ROSS, SPIDER-MAN...ON TEMPORARY DUTY WITH THE CANADIAN MILITIA.*

AS FOR HIS PLANS:

FORCE TWO, COME IN!

I WANT A 'COPTER OUT HERE-- DOUBLE TIME!

*OKAY, HULKOPHILES--WE KNOW THINGS ARE DIFFERENT IN THE HULK'S OWN MAG. WHADDAYA WANT--CONSISTENCY?--GER AND GIL.

AIR MOBILE FORCE TWO, SIR.

WE'VE ANTICIPATED YOUR COMMAND--

--AND WE'RE ALREADY ON OUR WAY!

I WANT YOU MEN TO *SPREAD OUT*--COVER THIS AREA LIKE A BLASTED *BLANKET.*

I'M HEADING BACK TO *MONTREAL*--

--YOU CAN GET IN TOUCH WITH ME *THERE.*

MONTREAL, HMM? JUST WHAT THE DOCTOR *ORDERED.*

AS FAR AS *I'M* CONCERNED, THE HULK CAN RUN THOSE TROOPERS *RAGGED*--

--I'VE *DONE* MY BIT FOR SOCIETY.

BESIDES, I'VE ALREADY *GOT* THE PICTURES I NEED FOR THE DAILY BUGLE'S CHEERY PUBLISHER, *J. JONAH JAMESON.*

IT'S TIME I PAID ATTENTION TO THE *REAL* REASON I'VE COME NORTH--

NAMELY, *AUNT MAX!*

WHOEVER THIS LAWYER JOKER IS, HE KNOWS *SOMETHING* ABOUT MAY PARKER--

--SOMETHING IMPORTANT ENOUGH TO JUSTIFY AN URGENT *TELEGRAM!*

JUST *WHAT* THAT SOMETHING IS--

--*THAT'S* WHAT'S *BUGGING* ME!

*MONTREAL, QUEBEC: THE LARGEST CITY IN CANADA, POPULATION ALMOST 1,500,000; BITTER WINTERS, PLEASANT SUMMERS; AN **ISLAND** IN THE ST. LAWRENCE RIVER--THE SITE OF THE **1967 WORLD EXHIBITION**--NOW, THE SITE OF PETER PARKER'S PRIVATE **QUEST**--*

GIL'S PLACE

RENÉ

*--A QUEST WHICH TAKES HIM TO MONTREAL'S **EAST SIDE,** AND THE LAW OFFICES OF A MAN NAMED **JEAN-PIERRE RIMBAUD.***

WAIT A SECOND! BEFORE I GO UPSTAIRS, THERE'S SOMETHING ELSE I SHOULD DO--

--CALL GWEN IN NEW YORK, AND SEE HOW HARRY OSBORN'S DOING.*

PETE'S CAUSTIC ROOM-MATE COLLAPSED LAST ISSUE. --RT.

HEY, GWENDY.? SORRY I HAD TO MAKE THIS CALL COLLECT, BUT I--

PETER, YOU'VE GOT TO COME HOME--QUICKLY!

IT'S HARRY... HE MUST BE BACK-FLASHING TO THAT BAD TRIP HE HAD A FEW MONTHS AGO...

"BACKFLASHING"? WHAT DO YOU MEAN, GWEN...?

MAYBE THERE'S A BAD CONNECTION--

PETER, YOU'RE SO NAIVE. HARRY'S BEEN INTO DRUGS AGAIN.

SOMETHING ABOUT HIS FATHER--SOME SORT OF PRESSURE--

OKAY, KID...

I'LL GET BACK AS SOON AS I CAN.

TERRIFIC. SO NOW WHAT DO I DO?

GWEN SEEMS TO THINK I'D BE SOME HELP TO HARRY... BUT I DON'T SEE HOW.

OR DO I?

MAYBE WHAT HARRY'S NEEDED ALL ALONG IS A FRIEND--

--SOMEONE TO TALK TO--

--NOT A ROOMMATE WHO VANISHES AT SUNDOWN!

I WONDER--IS HARRY'S PROBLEM MY FAU--HUH? MY SPIDER-SENSE--TINGLING!

IT'S THAT MAN--HE'S BEEN FOLLOWING ME--

--BEEN BEHIND ME SINCE I FIRST HIT MONTREAL!

NO DOUBT ABOUT IT... HE'S A SHADOW, ALL RIGHT.

pour toute la durée de la construction du nouvel immeuble les piétons devront emprunter la voie d'accès de la rue

Jeanne Mance

I'LL WORRY ABOUT HARRY LATER... THIS IS ONE THING I CAN HANDLE RIGHT NOW!

SIX HEARTBEATS LATER...

HUH? THAT *PARKER* KID--

HE WUZ HERE A *MINUTE* AGO--!

NOT *QUITE* A MINUTE AGO, PAL.

HE HAD TO LEAVE IN A SORT OF *RUSH*--

--AND HE LEFT *ME* TO CLEAR UP A FEW LOOSE *ENDS.*

IN CASE YOU HADN'T *GUESSED*--YOU, MY FRIEND, ARE A BONA FIDE *END.*

HEY, PUT ME *DOWN*-- *HEY*--!

PUT YOU DOWN? NOT ON YOUR *LIFE,* BABY-BLUES.

I WANT SOME *ANSWERS* FIRST--

N-N-NO *WAY,* BUSTER!

AWFULLY SORRY TO *HEAR* THAT.

I WAS HOPING YOU'D BE ABLE TO STICK *AROUND.*

EYAAAH!

WHHT!

WHHT!

WHHT!

URP!

READY TO ACT *FRIENDLY?*

S-SURE... A-ANYTHING YOU WANT TO *KNOW!*

I LIKE YOUR *ATTITUDE,* SON.

UNO: WHY HAVE YOU BEEN TAILING MY FRIEND, PARKER.?

I-I WAS TOLD TO--

I DIDN'T THINK YOU DID IT FOR KICKS, SPONGE-BRAIN.

NEXT QUESTION: WHO HIRED YOU.?

IT WUZ OCTOPUS... DOC OCTOPUS!

HE'S INTERESTED IN PARKER'S AUNT, AND--

THERE HE IS!

GET THAT SPOTLIGHT ON HIM-- NOW!

SOMETIMES I THINK THERE'S A CONSPIRACY AGAINST ME.

I MEAN, THINGS LIKE THIS JUST DON'T HAPPEN TO ALL THE OTHER COSTUMED CLOWNS.

ALL RIGHT, SPIDER-MAN...WE'RE GOING TO GIVE YOU TEN SECONDS...

...AND THEN WE WANT YOU DOWN HERE TO ANSWER A FEW QUESTIONS...

...AND THE FIRST ONE IS...WHERE IS THE HULK?

YOU'RE ASKING ME?

SHEESH! HAVE YOU GOT A WRONG NUMBER!

I MEAN-- WHEN WAS THE LAST TIME CLARK KENT FOUND KRYPTONITE IN HIS PHONE BOOTH?

IN CASE YOU'VE FORGOTTEN, I'M THE GUY WHO PULLED YOUR FAT OUT OF THE FIRE, GENERAL.

BELIEVE ME, YOU'VE GOT A FUNNY WAY OF SHOWING GRATITUDE!

DON'T BE *CUTE*, YOU WALL-CRAWLING *RENEGADE*. I KNOW YOUR *GAME*.

YOU AND THE HULK ARE IN THIS *TOGETHER!* WHY ELSE WOULD YOU BE HERE IN CANADA AT THE SAME TIME *HE* IS?

ANSWER ME THAT, SPIDER-MAN!

I'M AFRAID I DON'T HAVE *TIME*, SWEETUMS. BESIDES, YOU'D NEVER BELIEVE IT *ANYWAY*.

GUYS LIKE YOU ARE ALL THE *SAME*--

SPLNK

--NO BASIC *TRUST* IN HUMAN NATURE!

KRASH

WAIT! YOU CAN'T JUST *LEAVE* ME UP HERE--*YOU CAN'T!*

DON'T *SWEAT*, PAL. IN AN HOUR THAT WEBBING WILL *MELT*--

--THEN YOU'LL BE ON THE *GROUND* AGAIN--

ZING

ZIP

--IF ROSS AND HIS MEN DON'T *FREE* YOU FIRST!

THE SOUND OF GUN-FIRE FADES INTO THE *DISTANCE*, AND A WEARY WEB-SPINNER SOON FINDS A SECLUDED *ROOFTOP* FOR A QUICK AND HOPEFULLY *FINAL* CHANGE--

--AND THEN, AS PETER PARKER, BOY PHOTOGRAPHER, HE *RESUMES* HIS INTERRUPTED JOURNEY --IN A SOMEWHAT MORE *SEDATE* STYLE!

AH, MSSR. ***PARKER***--YOU HAVE ***RETURNED.*** I'D BEGUN TO ***WORRY*** THAT YOU'D FORGOTTEN OUR LITTLE ***DATE.***

NOT A ***CHANCE,*** MISS DELON.

HAVE YOU FOUND OUT ANYTHING ABOUT MY ***AUNT?***

ONLY THAT MSSR. RIMBAUD WISHED TO CONTACT HER ABOUT SOMETHING EXTREMELY ***IMPORTANT.***

BEYOND THAT, OUR FILES ARE ***EMPTY.*** MSSR. RIMBAUD INTENDS TO HANDLE THE MATTER ***PERSONALLY.***

DO YOU WISH TO ***SPEAK*** TO HIM?

LADY, THAT'S WHY I'VE ***COME*** TO MONTREAL...TO FIND OUT JUST ***WHY*** HE SENT MY AUNT THAT CRAZY ***TELEGRAM...***

...AND WHY IT'S SO IMPORTANT TO A MAN NAMED ***OCTOPUS!***

OCTOPUS...?

J. P. RIMBAUD
R. FLAMB

FORGET IT... I GUESS YOU'D CALL IT A ***PRIVATE JOKE.***

WHERE ARE WE ***GOING,*** ANYWAY?

TO THE OLD ***EXPO 67*** FAIR GROUNDS. MSSR. RIMBAUD IS REPRESENTING A ***CONTRACTOR*** WHO'S PLANNING A NEW BUILDING ON THE SITE.

LET'S GET ***MOVING,*** THEN.

TAXI

WITH ANY ***LUCK*** I CAN GET THIS DONE AND CATCH THE LATE PLANE BACK TO ***NEW YORK!***

WRONG, PETE, OLD BOY. LUCK IS ***ONE*** COMMODITY YOU'RE RUNNING KIND OF ***SHORT*** ON.

IT'S A BRIEF RIDE TO THE BRIDGE WHICH LEADS TO THE MAN-MADE ISLAND ***SPORTING*** THE EXHIBITION GROUNDS--

--AND IT'S A RIDE PETER AND HIS NEW-FOUND FRIEND DON'T QUITE MAKE ***ALONE--***

--THOUGH NEITHER OF THEM SEEMS TO **NOTICE** THE DARK SEDAN SWEEPING ALONG **BEHIND** THEM--

TAXI

TAXI CAB

--THOUGH THEY **BOTH** NOTICE A SINGLE LONE FIGURE STANDING SILHOUETTED IN THE DARKNESS BEFORE THEM, STRUCK SUDDENLY BY THEIR CAB'S BRIGHT **HEADLIGHTS**--

TAXI

--STRUCK--AND **DISTURBED!**

BRIGHT LIGHTS MAKE **HEAD** HURT.

BRIGHT LIGHTS-- MUST **GO AWAY!**

THE **HULK!**

OH! NO! **NO!** IT'S--

HULK CAME HERE TO *HIDE*. HULK TIRED OF GUNS AND SOLDIERS, TIRED OF *FIGHTING*.

BUT EVERYWHERE THAT HULK *GOES*, PEOPLE COME AFTER HIM--

HULK *SICK* OF IT!

RRiiiiP!

MON DIEU!

THE *MONSTER*--HE IS TEARING UP THE VERY *ROAD!*

--FALL!!

MISS DELON-- *WATCH IT!* THE CAR'S *TURNING*-- WE'RE GOING TO--

FOR SEVERAL SECONDS THE DUST CHURNS IN SWIRLING *CLOUDS*--AND WHEN IT FINALLY *SETTLES*--

OBOY.

BOTH THE DRIVER AND MISS DELON-- *OUT!*

AT THIS RATE, I'LL *NEVER* FIND OUT WHAT RIMBAUD WANTS WITH AUNT MAY.

GUESS THERE'S ONLY ONE THING TO *DO*--

--*STOP THE HULK!*

AND IF I WANT TO DO IT *UNOBSERVED*--

--I'D BETTER GET *MOVING!*

IT'S ALMOST *NINE O'CLOCK* NOW. THE LAST FLIGHT HOME LEAVES AT *MIDNIGHT.*

I PROMISED GWEN I'D GET BACK AS SOON AS I *COULD*--

--AND SINCE LUCK DOESN'T SEEM TO BE TURNING MY WAY OF ITS *OWN* ACCORD--

--MAYBE IT'S TIME I DID A LITTLE SUBTLE *PRODDING.*

WHEEEEOW!

WATCH OUT, WORLD-- HERE COMES YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!

THWUP!

GOOCHI-*GOO,* CUDDLES.

REMEMBER *ME?* I'M THE CUT-UP WHO RUINED YOUR FUN WITH THAT *DAM*--REMEMBER?

YOU!

YES, HULK *REMEMBERS.* YOU MADE HULK *ANGRY!* HULK *STILL* ANGRY!

YEAH, WELL...I WAS *COUNTING* ON THAT...

...I *THINK.*

COME *ON,* PAL--IT'S TIME FOR *FOLLOW-THE-LEADER.*

AND BUSTER, WHERE I *LEAD*--YOU MIGHT HAVE A LITTLE TROUBLE *FOLLOWING.*

THESE *FAIR GROUNDS* WEREN'T EXACTLY DESIGNED AS A GIANT-SIZED *PLAYPEN*--

--BUT THEY'LL *DO!*

LITTLE MAN MAKES *FUN* OF HULK--THINKS HULK CAN'T *CATCH* HIM.

BUT LITTLE MAN IS *WRONG.* HULK GOES *ANYWHERE.*

NOTHING CAN STOP HULK!

I WOULDN'T WANT TO SAY YOU'RE *OVER-RATING* YOURSELF, HANDSOME--

--BUT DON'T YOU THINK THAT'S GOING A BIT *FAR?*

LITTLE MAN *TALKS* TOO MUCH.

IF YOU WANT TO FIGHT--THEN *FIGHT!*

IF NOT--THEN LEAVE HULK *ALONE!*

CRASH!

AFRAID WE CAN'T HELP YOU THERE, GREEN-SKIN--FOR, SEVEN MILES AWAY AT THIS VERY MOMENT--

WELL, MAN? WHAT IS IT?

SOME SORT OF SEISMIC DIS-TURBANCE, GENERAL ROSS.

BUT SOMETHING MUST BE WRONG. ACCORDING TO THIS--

--IT'S IN THE MIDDLE OF THE ST. LAWRENCE RIVER!

ANY IDEA WHAT IT IS, SIR?

WHAT DO YOU THINK, COSTEAU? THERE'S ONLY ONE THING IT COULD BE--

THE HULK!

AND SPEAKING OF OUR OWN JOLLY GREEN GIANT...

BELIEVE ME, SWEETHEART-- LEAVING YOU ALONE IS ONE THING I CAN'T DO--

--NOT IF I WANT TO LOOK MYSELF IN THE FACE TOMORROW MORNING!

YOU'RE DANGEROUS, CHUCKLES--

--AND MUCH AS I HATE GETTING INVOLVED IN GENERAL ROSS' PERSONAL VENDETTAS...

--THIS IS ONE TIME I JUST CAN'T WALK AWAY!

SO LET'S TRY TO MAKE IT SHORT, OKAY?

I'LL PROMISE TO GO EASY ON YOU, PAL.

TALK, TALK, TALK!

TALK HURTS HULK'S EARS.

CREAK!

ENOUGH TALK-- NOW, WE FIGHT!

NOW *HOW* DID I GUESS YOU WERE GOING TO *SAY* THAT, BIG GREEN FELLA?

COULD IT BE YOU'RE BEGINNING TO *REPEAT* YOURSELF?

I KNEW YOU WEREN'T THE WORLD'S GREATEST *CONVERSATIONALIST*-- BUT I EXPECTED *SOME* ORIGINALITY!

YEP...YOU'RE A *DISAPPOINTMENT* TO ME, HULK. A RALPH WILLIAMS YOU'RE *NOT.*

HE MAY NOT *UNDERSTAND* HALF OF WHAT I SAY--BUT IT'S GETTING HIM *MAD,* ALL RIGHT.

AND AS LONG AS HE'S MAD AT *ME*--

--HE WON'T BE A *THREAT* TO ANYONE ELSE! WHICH ISN'T GOING TO KEEP ME *ALIVE*--BUT WHO WANTS TO LIVE *FOREVER?*

HERE HE *COMES,* WHERE'S THE CRAZY *CAVALRY* WHEN YOU *NEED* THEM?

YOU *LAUGH* AT HULK--CALL HIM *NAMES.*

HULK SHOWS YOU WHAT HE *THINKS* OF DUMB NAMES.

I TAKE IT ALL *BACK,* KID.

YOU *DO* HAVE A WAY WITH WORDS!

CRUNCH!

ALWAYS HULK HAS TO LISTEN TO MEN WHO THINK THEY'RE *SMARTER* THAN HIM.

YOU THINK *WORDS* MATTER? WORDS ARE *NOTHING!*

HULK KNOWS WHAT MATTERS-- *STRENGTH!*

AND HULK IS STRONGEST OF *ALL!*

OKAY, YOU WON YOUR *POINT.* YOU WRECKED THE ENTIRE *GEODESIC DOME* ALL BY YOUR LONESOME.

HOPE IT MADE YOU *HAPPY.*

DOMES! WHAT DOES HULK CARE ABOUT STUPID *DOMES?*

HULK DOESN'T EVEN KNOW WHAT THAT *MEANS!*

YOU'RE JUST TRYING TO *CONFUSE* HULK!

SNAP!

A CONFUSED HULK IS AN *ANGRY* HULK.

BA KOOM!

AND AN ANGRY HULK IS BAD-- VERY *BAAAAD!*

MEANWHILE, THAT CAVALRY SPIDEY WAS SO CONCERNED ABOUT A MINUTE AGO IS ON ITS WAY --WITH A SOMEWHAT UNEXPECTED ADVANCE GUARD--!

MADEMOISELLE DELON--WHAT HAS HAPPENED HERE?

ARE YOU ALL RIGHT?

YOU KNOW THESE MEN, MISS?

TAXI

OUI--IT IS MY EMPLOYER, M. RIMBAUD!

THESE OFFICERS ARE FROM THE MILITARY. THEY TOLD ME SOMETHING ODD WAS OCCURRING--TOLD ME I MUST LEAVE THE ISLAND AT ONCE.

BUT WHEN WE SAW YOU--WHY, CHILD--WHAT IS IT?

THE MAN I WAS WITH--AN AMERICAN NAMED PETER PARKER--

HE'S GONE! THAT--THAT MONSTER--MUST HAVE--!

PARKER? HERE? THEN WE MUST FIND HIM, FRANCES.

WHAT I HAVE TO TELL HIM--IS OF THE UTMOST IMPORTANCE!

BUT, BEFORE WE LEARN THE DETAILS--

--WHAT SAY WE TAKE CARE OF SOME OF THE GENERALITIES--

--SUCH AS A RAGING HALF-TON OF VIOLENCE CALLED--AH, HECK! YOU KNOW THAT ALREADY!

SUFFICE TO SAY OUR BULGING BEHEMOTH'S JUST A LITTLE BIT MIFFED--AND IF YOU'RE WONDERING WHOM HE'S MIFFED AT--

DO YOU REALLY NEED TO ASK?

FOOM!

WELL, IT'S BEEN AN *INTERESTING* LIFE. SOME *HIGH* POINTS, SOME *LOW* POINTS.

GUESS THIS COUNTS AS ONE OF THE *LOW.*

IF I COULD JUST GET MYSELF *TOGETHER--*

--BUT IT'S TOO LATE FOR THAT NOW--TOO *LATE!*

HEY-- *WAIT!* THAT *SOUND--*

WHITT!

WHITT!

WHITT!

WHUMP!

"THUNDERBOLT" ROSS-- I LOVE YOU!

EVERY CRAZY SUPER-PATRIOTIC *INCH!*

ALWAYS GUNS!

SOLDIERS *WEAK!* SOLDIERS PLAY *GAMES!*

HULK HAS HAD *ENOUGH* GAMES--

HULK GO *AWAY!*

THAT'S *IT,* GENERAL. HE'S *JUMPING!*

THERE'S NOTHING WE CAN DO *NOW!*

BACK TO *CAMP.* I'VE GOT TO *THINK* ON THIS.

AND SO...

HEY DOWN THERE.

I MISS THE *EXCITE-MENT?*

YOU SURE *DID,* SON--

--THINGS ARE GOING TO BE PRETTY *QUIET* NOW, I EXPECT.

DON'T *BET* ON IT.

I STILL GOT ME A *JOB* TO DO--

MR. RIMBAUD? MY NAME'S *PARKER.*

YOU SENT MY AUNT A *TELEGRAM--?*

OF *COURSE,* MSSR. PARKER --AT LAST WE CAN *TALK!*

LIKE I *SAID--* DON'T BET ON IT.

I'M *DOIN'* MY JOB--

--*NOW!*

KRAK!

MSSR. PARKER... IS HE *INJURED?*

WORSE THAN *THAT,* MISS DELON...

HE'S DEAD.

SOMEBODY... *SHOT* HIM.

THUS, ONE QUEST ENDS IN TRAGEDY--A MYSTERY REMAINS UNRESOLVED FOR NOW--AND A WEARY AND CON-FUSED PETER PARKER PREPARES FOR A JOURNEY HOME.

YOU MUST NOT BLAME *YOUR-SELF* FOR WHAT HAPPENED, MSSR. PARKER.

MSSR. RIMBAUD WAS NOT A MAN WITHOUT *ENEMIES.*

THANKS, MISS DELON.

I'LL TRY TO *REMEMBER* THAT.

MAYBE I'LL SEE YOU *AGAIN...* WHEN THINGS ARE A LITTLE *HAPPIER.*

SO LONG, MONTREAL. YOU WON'T BE HEAR-ING FROM *ME* AGAIN, FOR A WHILE.

NO HARD *FEELINGS--* BUT I THINK IT'S TIME I GOT BACK TO *NEW YORK...*

IT AINT *MUCH...* BUT IT'S WHAT *I* CALL *HOME.*

NEXT *THE GREEN GOBLIN*

PRINTED IN CHINA

MARVEL